THE UNCANNY X-MEN®

MARVEL MASTERWORKS®

BY CHRIS CLAREMONT & JOHN BYRNE

WITH GEORGE PÉREZ

MARVEL

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MARVEL COMICS GROUP
THE UNCANNY
X-MEN
DON'T YOU UNDERSTAND, COLOSSUS? NO MORE TOUR FRIENDS!
HE WAS ONE OF THE X-MEN!... NOW HE'S A PROLETARIAN!

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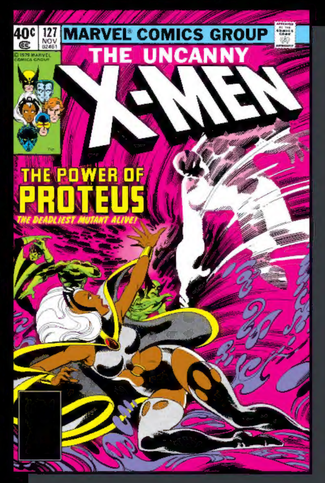
MARVEL COMICS GROUP
THE UNCANNY
X-MEN
THE DRAMATIC RETURN OF PHOENIX!
THE PERILS OF THE DANGER ROOM!
THE MYSTERY OF MUIR ISLAND!
ALL THIS AND MORE! (WE GUARANTEE IT!)



THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

MARVEL

COLLECTING *THE X-MEN* #122-131 & *ANNUAL* #3

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TM

THE UNCANNY X-MEN™

DANGER ROOM
OPERATIONAL
TRAINING SEQUENCE
HYDRAULIC VISE

THE TRIAL OF COLOSSUS!

Cockrum austin

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS---feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

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cry for the children!

NOWADAYS, MANY PEOPLE KNOW HIM AS **COLOSSUS**, MAINSTAY OF THE UNCANNY X-MEN...

... BUT BEFORE THAT, HE WAS **PIOTR NIKOLIEVITCH RASPUTIN**, BORN ON THE UST-ORDYNSKI COLLECTIVE IN SOVIET SIBERIA. HE HAD A NORMAL, HAPPY CHILDHOOD--UNTIL AT AGE THIRTEEN, HIS LATENT POWERS EMERGED AND HE DISCOVERED THAT HE WAS A MUTANT, **WITH** THE POWER TO TRANSFORM HIS BODY INTO AN ORGANIC ARMORED FORM FAR STRONGER THAN STEEL.

FOR A TIME, NOTHING MUCH CHANGED. PETER WORKED IN THE FIELDS AND USED HIS POWER TO HELP HIS FRIENDS AND NEIGHBORS--AND THEN, **CHARLES XAVIER** CAME AND INVITED HIM TO JOIN THE **X-MEN**.

CYCLOPS--I CANNOT DO IT! I--**CAN'T!!**

HE ALWAYS HAD DOUBTS ABOUT STAYING WITH THIS TEAM--ABOUT DEVOTING HIS POWER TO THE WORLD INSTEAD OF HIS MOTHERLAND--BUT AS THE X-MEN BECAME A MUCH-LOVED SECOND FAMILY, HE KEPT THEM TO HIMSELF. NOW, THEY WILL NO LONGER BE DENIED.

LG376

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LOOKS BAD, CYKE. SHOOT, HE AIN'T EVEN TRYIN' HARD.

I KNOW. IT'S NOT A PHYSICAL PROBLEM, EITHER. I RAN A MEDICAL CHECK ON HIM THIS MORNING...

... AND HE'S IN TIP-TOP SHAPE.

HE'S BEEN FRETTIN' EVER SINCE WE TUSSLED WITH MAGNETO*-- WORRYIN' ABOUT NOT PULLIN' HIS OWN WEIGHT.

*X-MEN'S #112 and 113 --ROG.

CYCLOPS--PLEASE! SHUT THE HYDRAULIC PRESS OFF!

I CANNOT HOLD THESE WALLS BACK MUCH LONGER!

THIS IS RIDICULOUS. WE'RE NO-WHERE NEAR THE LIMITS OF HIS STRENGTH.

SO MAYBE HE'S GOT A LOT ON HIS MIND. MAYBE HE AIN'T CONCENTRATIN' ON YER FLAMIN' TEST!

GREAT. WHAT DO WE DO IF HE FOLDS IN A FIGHT?!

HE AIN'T GONNA FOLD.

SNIKT!

IF HE'S GOT A PROBLEM, WHY DOESN'T HE TALK ABOUT IT?

IF OPENIN' YER HEAD TO THE WORLD WAS AS EASY AS THAT, CYKE, YOU'D BE IN A LOT BETTER SHAPE THAN YOU ARE.

BE SEEIN' YA.

HEY! THE PANEL'S SHORTING OUT!

HOLES--? WOLVERINE MUST HAVE POPPED HIS CLAWS INTO THE PANEL! BUT... WHY?

WOLVERINE? YOU SHOULD NOT BE IN THE DANGER ROOM WHILE IT IS OPERATING!

BUB, I BEEN BREAKIN' RULES SINCE I WAS BORN. I AIN'T ABOUT TA QUIT NOW.

936

WHAT-- WHAT ARE YOU DOING?!

GIVIN' YOU AN INCENTIVE, I GUESS.

YOU MUST NOT STAY! THESE WALLS-- YOU WILL BE *CRUSHED!*

EVERYBODY DIES, PETEY-- SOONER OR LATER. MIGHT AS WELL BE WITH A FRIEND.

I GOT AN IDEA WHAT'S BUGGIN' YOU, PAL. MOST OF US WERE LONERS 'FORE WE BECAME X-MEN. THE TEAM'S KINDA GIVEN US THE FAMILY WE NEVER HAD.

BUT YOU GOT FAMILY, FRIENDS, ROOTS. NO LAW AGAINST BEIN' HOMESICK. WHAT'S STUPID IS LETTIN' IT TEAR UP YOUR GUTS.

WOLVERINE, YOU--! CYCLOPS, SHUT OFF THE MACHINE!

I CAN'T! WOLVERINE SABOTAGED THE CONTROLS!

THE PRESS IS AT FULL POWER, COLOSSUS! EITHER YOU STOP IT ON YOUR OWN--

--OR YOU'LL BOTH BE *SQUASHED!*

RAKKKK!

WAY TO GO, RUSSKIE!

I -- I DID IT.

YUP.

YOU DO THAT WHEN YOU'RE DEAD, PAL. HIYA, CYKE. WORRY ABOUT US?

YOU WERE PART RIGHT, MY FRIEND. EVERYTHING I TRY LATELY SEEMS TO GO WRONG. SO I THOUGHT -- PERHAPS IT IS BETTER TO TRY NOTHING... TO GIVE UP!

ARE YOU TWO ALL RIGHT?

NEVER BETTER. I DID PRETTY GOOD WITH PETEY, IF I DO SAY SO MYSELF. YA THINK I'LL EVER REPLACE Dr. JOYCE BROTHERS?

COULD BE. BUT FIRST YOU'RE GOING TO REPLACE "Mr. FIX-IT." I WANT THE PRESS CYCLED INTO THE REPAIR SHOP, AND THE MAIN CONTROL PANEL REWIRED.

TOOL KIT

THAT'LL TAKE HOURS! I WAS PLANNIN' ON HEADIN' INTO THE CITY THIS AFTERNOON.

THEN I'D WORK REAL FAST, IF I WERE YOU. C'MON, COLOSSUS. ENJOY YOURSELF, WOLVERINE.

YOU WERE VERY HARD ON HIM, COMRADE.

I KNOW. I APPLAUD WHAT HE DID, PETER, BUT HIS METHODS COULD'VE GOTTEN YOU BOTH KILLED.

H'LO, SAILOR -- NEW IN TOWN?

HI, YOURSELF, COLLEEN.

WHAT HAPPENED IN THERE? I FELT THE WHOLE BUILDING SHAKE.

NOT MUCH. JUST THE USUAL FUN-AND-GAMES, X-MEN STYLE.

I'LL BE READY IN A MINUTE. I'M LOOKING FORWARD TO TAKING THE DAY OFF -- ESPECIALLY AFTER THAT CRAZY FIGHT WITH THE *LIVING MONOLITH.**

BANSHEE--!

*IN POWER MAN/ IRON FIST #57, NOW ON SALE -- ROG.

A MILE AWAY, IN A HIDDEN HANGAR COMPLEX CONNECTED TO THE MANSION BY AN UNDERGROUND TUNNEL...

SAINTS ABOVE, KURT, THE "BLACKBIRD'S" BEEN MOTHBALLED, JUST LIKE CEREBRO AN' THE MANSION--AS IF THE PROFESSOR NEVER INTENDED TO USE IT AGAIN.

BANSHEE, THIS IS CYCLOPS.

TELEPORT OVER AN' ANSWER THE PHONE, WILL YE, KURT? THERE'S A GOOD LAD.

BLACKBIRD F-217

OIL

X-WING RESTORATIONS-- APPRENTICE MECHANIC WAGNER SPEAKING. WHAT CAN I DO FOR YOU, FEARLESS LEADER?

THAT'S WHAT I LIKE, NIGHTCRAWLER-- A MAN WHO'S HAPPY IN HIS WORK. HOW'S IT GOING?

SLOWLY, I'M AFRAID. CONDITIONS HERE ARE AS BAD AS WE FOUND IN THE HOUSE. WHAT DO YOU THINK HAPPENED?

I DON'T KNOW.

SEAN, LISTEN UP. WOLVERINE MESSED UP THE DANGER ROOM MAIN CONTROL PANEL PRETTY BADLY.

CHECK THE CIRCUITS OUT WHEN HE'S DONE FIXING IT. I'D HELP HIM, BUT I'M DUE AT THE PHONE COMPANY.

NOT T' WORRY. I'LL GIVE HIM A HAND. YOU GO ENJOY YOURSELF, LAD. YE'VE MORE'N EARNED IT.

SOMETHING'S STILL BOTHERING YOU.

IS IT THAT OBVIOUS?

TO SOMEONE WHO CARES ABOUT YOU, SCOTT-- YES.

IT'S PROFESSOR XAVIER. HE'S GONE... CLEARED OUT! PRINCESS LILANDRA, TOO. AND I CAN'T SHAKE THE FEELING THAT THEY'RE NOT COMING BACK.

AT THAT MOMENT, IN A FAR, DISTANT GALAXY...

... ON A WORLD CALLED **IMPERIAL CENTER**...

... WE FIND **CHARLES XAVIER**, A MAN WHO'S COME SEEKING HIS HEART'S DESIRE.

HE BELIEVES THAT THE X-MEN WERE SLAIN BY MAGNETO,* AND THAT LOSS BROKE HIS HEART.

AND SO, WHEN LILANDRA--THE ALIEN PRINCESS WHO HAD WON HIS LOVE--ASKED HIM TO RETURN WITH HER TO CENTER, HE **ACCEPTED**.

*IN X-MEN #113-114 -- ROG.

THIS IS HER DAY OF **TRIUMPH**. ALL THE LEGAL BARRIERS TO HER ASSUMPTION OF THE SHI'AR THRONE HAVE BEEN REMOVED. TODAY, LILANDRA-- PRINCESS-MAJESTRIX AND ONE-TIME REBEL --

-- IS TO BE CROWNED **EMPRESS** OF A GALAXY-SPANNING EMPIRE THAT WAS OLD BEFORE MAN ON EARTH WAS **BORN**.

TWO STANDARD CENTURIES HAVE I LIVED HERE ON CENTER, MAJESTY, YET NEVER HAVE I SEEN SUCH ***JOYOUS CROWDS***.

WELL-PAID, eh, MAELEN?

AT A CREDIT A HEAD, THAT MOB WOULD ***BANKRUPT*** THE IMPERIAL TREASURY. NO, LILANDRA--THEY REJOICE BECAUSE THEY TRULY LOVE YOU.

IT WAS JUST A JOKE, CHANCELLOR.

HELLO, CHARLES. ARE YOU AS ***BORED*** BY THIS AS I, MY LOVE?

PAGENTRY HAS ITS PLACE. PREFERABLY ON THE TELEVISION, WHERE IT CAN BE TURNED OFF.

HAH! UNFORTUNATELY, THESE CEREMONIES HAVE ONLY JUST BEGUN.

I WISH WE'D STAYED ON EARTH. THINGS WERE ***HAPPIER*** WHEN IT WAS JUST THE TWO OF US. GIVE ME STRENGTH, LOVE.

ALL I HAVE, DEAREST-- AND MORE. I THINK YOU'VE HAD IT EVER SINCE THAT DAY OUR MINDS FIRST LINKED TELEPATHICALLY... ACROSS THE COSMOS. *

BUT I FEAR IT WON'T BE ENOUGH.

*X-MEN #97--R.

IT'S EARLY EVENING IN THE TOWN OF **STORNOWAY**, IN THE OUTER HEBRIDES, JUST OFF SCOTLAND'S RUGGED NORTH-WEST COAST.

THE RED LION ALES AND SPIRITS

Oh, BROTHER-- I'M LATE!

I HAD SO MUCH FUN SHOPPING, I LOST ALL TRACK OF TIME. I HOPE MOIRA ISN'T MAD.

OH!

WATCH IT, LASS!

HERE, LET ME HELP YOU.

THAT WAS A NASTY SPILL! ARE YOU ALL RIGHT, MISS... ah...?

GREY. *JEAN GREY.*

I'M *JASON WYNGARDE.*

ARE YOU SURE I CAN'T GIVE YOU A HAND? THOSE PARCELS FELT PRETTY HEAVY.

IT'S ALL RIGHT, REALLY. I'M A LOT STRONGER THAN I LOOK.

ESPECIALLY WHEN MY *TELEPATHIC POWERS*, NOT MY MUSCLES, ARE CARRYING MOST OF THE WEIGHT.

FASHIONS

WELL THEN, I'LL BID YOU GOOD EVENING--

--AND HOPE WE MEET AGAIN.

YEAH...

... I THINK THAT MIGHT BE... NICE.

ANGUS MacWHIRTER

ANGUS! *ANGUS MacWHIRTER!*

HI, MOIRA! SORRY I'M SO LATE.

NO PROBLEM, JEAN.

BOUGHT OUT THE TOWN, DIDJA?

I DID MY BEST, ALEX.

Och, WE'RE WASTIN' OUR TIME, EDWARD. MacWHIRTER IS NA' HERE. HE'S NA' BEEN SEEN IN THESE PARTS SINCE CHRISTMAS DAY.

D'YE THINK ANYTHING'S HAPPENED TO HIM, Mr. STU'RT?

MOTHER LUNNEY'S SPECIAL HAGGIS

I DUNNO, LAD. BUT WE'D BEST NOTIFY THE POLICE--JUST IN CASE.

AS THE TWO MEN HEAD INTO TOWN, MOIRA MacTAGGERT'S MOTOR LAUNCH PULLS AWAY FROM THE QUAY, BEGINNING ITS JOURNEY UP THE COAST...

...TO MOIRA'S **MUTANT RESEARCH CENTRE** ON MUIR ISLAND.

ALL ABOARD THE LAUNCH--JEAN, MOIRA, JAMIE MADROX, ALEX SUMMERS AND LORNA DANE-- ARE UNAWARE THAT THEY'RE SAILING INTO A NIGHTMARE.

D'YOU WANT A JACKET, JEAN?

NO THANKS, MOIRA. I'M NOT COLD.

JASON WYNGARDE'S WATCHING US SAIL. THERE'S SOMETHING ABOUT HIM-- A SENSE OF ***DÉJA VU***--AS IF WE'D MET BEFORE...

AH, YES! SHE'S ATTRACTED TO ME-- AND WHY NOT, WHEN, IN SO MANY WAYS, I'M THE MAN OF HER DREAMS.

SOON SHE WILL ***LOVE*** ME.

AND THEN SHE WILL BELONG-- MIND AND BODY AND SOUL-- TO THE ***HELL-FIRE CLUB***.

HE'S A HANDSOME DEVIL, I'LL GIVE HIM THAT.

STOP FUSSING, WILL YOU, MOIRA? I FEEL FINE.

GOOD FOR YOU. BUT THESE TESTS I WANT TO RUN ON YOU ARE LONG OVERDUE. LOOK, JEAN, AS PHOENIX YOU COMMAND AN AWESOME AMOUNT OF POWER.

I JUST WANT TO MAKE SURE YOU CAN HANDLE IT.

AND HEAVEN HELP US IF YOU CAN'T.

SALEM CENTER, NEW YORK--A SMALL TOWNSHIP IN WESTCHESTER COUNTY, NEAR THE CONNECTICUT BORDER...

... AT LEAST WE'VE GOT OUR PHONES BACK. ALL I NEED TO DO NOW IS CONTACT MOIRA MacTAGGERT.

BELL

NEW YORK TELEPHONE

935

WE'RE ALMOST OUT OF MONEY-- I'M RUNNING THE MANSION ON MY SAVINGS--AND SHE'S EXECUTOR OF THE PROFESSOR'S ESTATE.

COLLEEN, I'M SORRY. THIS IS SUPPOSED TO BE A DAY OFF AND I'VE DONE NOTHING BUT BABBLE ABOUT BUSINESS.

I HAVEN'T COMPLAINED, SCOTT.

Rx APOTHECARY

BUY YOU A LATE LUNCH?

I THOUGHT YOU'D NEVER ASK.

ACTUALLY, I HAVE THIS IRRESISTABLE CRAVING FOR AN ICE CREAM SODA.

FINE BY ME. AND WHILE WE'RE AT IT... MAYBE WE CAN TALK...

ABOUT WORK?

ABOUT US.

LATER...

COLLEEN, AM I... STUFFY?

LIKE KING TUT'S TOMB, SPORT.

RECENTLY, IT'S LIKE MY WHOLE LIFE -- MY... *SELF*, INSIDE -- HAS BEEN TURNED TOPSY-TURVY. ALL THE THINGS I THOUGHT WERE CERTAIN IN MY LIFE -- AREN'T.

TRY SMILING NOW AND THEN. YOU'LL FEEL BETTER.

THAT'S ALWAYS BEEN HARD -- RELAXING, I MEAN.

I'VE NOTICED.

TIME PASSES -- AND 35 MILES TO THE SOUTH-WEST, ON THE CORNER OF 135TH AND BROADWAY...

WOLVERINE, I CAN TAKE CARE OF MYSELF. WHAT I DO TODAY, I MUST DO ALONE. I NEED NO ESCORT.

'RORO, YOU'RE ACTIN' CRAZY. THIS AIN'T AFRICA, BABE -- THIS AIN'T ANYTHING YOU'VE KNOWN.

CHECKS·CASHED
WELFARE·UNEMPLOYMENT·GOVERNMENT
PAY CON-ED/PHONE/CABLE TV BILLS

FRANCO PATTERSON BRICK

MARK ZIPPY

FAREWELL, MY FRIEND. I WILL SEE YOU BACK AT THE MANSION.

OKAY, 'RORO -- IF THAT'S THE WAY YA WANTA PLAY IT. BUT IF YOU AIN'T HOME TONIGHT, AND WE AIN'T HEARD ANY-THING, I'M COMIN' BACK AFTER YA...

...AN' I AIN'T GONNA BE GENTLE WITH ANY BUCK DUMB ENOUGH TO GET IN MY WAY.

WITH CASUAL, PRACTICED EASE, WOLVERINE THREADS PROFESSOR XAVIER'S SLEEK ROLLS-ROYCE THROUGH MIDTOWN MANHATTAN RUSH-HOUR TRAFFIC...

...SOME ERRANDS TAKING HIM CROSS-TOWN TO THE EAST SIDE AND DOWN PARK AVENUE.

THERE'S A RODEO AT MADISON SQUARE GARDEN. I'LL STASH THE ROLLS SOMEWHERE, GRAB SOME EATS, THEN CHECK OUT THE SHOW...

WHAT THE -- ?!

THAT JAPANESE WOMAN -- *MARIKO!*

WHAT'S SHE DOIN' IN NEW YORK?! NO ONE SAID SHE WAS COMIN' TO THE STATES.

MARIKO, WAIT! MARIKO!

HEY, YOU DUMB COWBOY! WHADDYA THINK YER DOIN'--?!

TAX

WAIT A MINUTE! DON'T CLOSE THE DOOR!

WATAKUSHI WA LOGAN-DESU! <I'M LOGAN! I'M A FRIEND OF MARIKO--OF MISS YASHIDA'S! COULD I SEE HER, PLEASE?>

<I AM SORRY, Mr. LOGAN. MISS YASHIDA IS NOT TO BE DISTURBED.>

<COULD YOU AT LEAST TELL HER I... >

<...CALLED.>

CLICK!

MARIKO-- HERE!?!

OKAY, BUB. I CAN TAKE A HINT. I'M GOIN'. BUT I'LL BE BACK. SOON.

UPTOWN...

FOR HOURS NOW, ORORO HAS BEEN WALKING THE STREETS OF HARLEM, AWARE OF THE STIR SHE CREATES, YET IGNORING IT...

... AS SHE CONTRASTS THE REALITY AROUND HER WITH FRAGMENTED MEMORIES FROM HER YOUTH AND INFANCY.

IN MY FATHER'S TALES, THIS WAS A MAGICAL PLACE-- WICKED YET JOYOUS, POOR, ROUGH-EDGED BUT ALIVE. HE WAS HAPPY TO LEAVE IT, YET ALSO SAD.

BUT THAT WAS LONG AGO. THE MAGIC SEEMS ALMOST GONE NOW. IF IT WAS EVER TRULY HERE.

GODDESS-- THE STENCH!

IT MAKES THE PITS BENEATH THE SUN GOD'S CITY SMELL SWEET BY COMPARISON.*

* SEE X-MEN #116 --ROG.

I REMEMBER SO MUCH, YET SO LITTLE. IT WAS SUMMER WHEN WE LEFT, AND THE NEIGHBORHOOD WAS FULL OF MUSIC--JAZZ, PAPA SAID, PLAYED HOT AND LOUD.

THAT HASN'T CHANGED.

THE AIR SMELLS OF CHARRED WOOD AND SMOKE--THERE'S BEEN A RECENT FIRE HERE. THE RADIATORS ARE ICE COLD. THE BUILDING PROBABLY HAS NO HEAT ALL WINTER.

WHY AM I HERE?

WHAT AM I LOOKING FOR?

YES, I WAS BORN HERE -- PART OF MY HERITAGE IS HERE, BUT IS IT A PART I WANT?

I GREW UP IN THE SUN AND OPEN AIR. THIS CITY--***ANY*** CITY--EVEN THE BEST PARTS OF THEM --

--ARE GIANT CAGES. TO LIVE IN THEM WOULD KILL ME.

YET, THIS IS WHERE MY FATHER MET MY MOTHER. WHERE THEY FELL IN LOVE. WHERE THEY WERE HAPPY. HAD THEY STAYED, THEY MIGHT HAVE LIVED.

JUST A FEW MORE STEPS TO GO. AND THEN I'M HOME.

MY HANDS ARE SHAKING. IT'S MADNESS, I KNOW, THINKING THAT THEY'RE WAITING FOR ME INSIDE. BUT I CAN'T HELP HOPING. I SURVIVED--WHY NOT THEY?

THE DOOR OPENS TO HER TOUCH, AND FOR A MOMENT ALL IS STUNNED SILENCE...

IMAGES SCATTER-SHOT THROUGH ORORO'S MIND: CHILDREN EVERYWHERE--ALL YOUNG, ALL PAINFULLY THIN, ALL FILTHY AS THE ROOM ITSELF.

SOME LOOK UP AS ORORO ENTERS, MOST DON'T CARE--TOO FAR GONE INTO THEIR PRIVATE, HEROIN-CREATED FANTASYLANDS, OR DESPERATELY INTENT ON GETTING THERE THEMSELVES.

*OVER TWENTY YEARS AGO, THIS WAS ORORO'S HOME. NOW IT'S A **SHOOTING GALLERY.** AND ITS JUNKIES ARE BARELY HALF HER AGE.*

WHA'S DOIN', PRETTY MAMA?
I MEAN YOU NO HARM.
NO KIDDIN'? THAT'S PRETTY GOOD --
SLINK!
--CONSIDERIN' I'M HOLDIN' THE BLADE.
YOU'RE TRESPASSIN' ON MY TURF, LADY. IF YOU WANT'A LEAVE--HEALTHY-- YOU GOTTA PAY...
=OW!=
DO NOT THREATEN ME, CHILD.
HEY, LOOKIT THAT--! SHE FLATTENED BLUEY WITHOUT EVEN TRYIN'!
IS SHE "HEAT", JOHNNIE?
IF SHE IS, FRANKIE, THEN WE'RE GONNA WASTE OUR-SELVES A LADY COP.
EV'RYONE-- KNIVES!
THEY'RE LIKE JACKALS.
YET THEY'RE... CHILDREN.
STAY AWAY!
TOO LATE, FRAIL.
CIRCLE HER AN' STAY LOOSE! EVEN IF SHE'S PACKIN' A GUN, SHE CAN'T DROP US ALL BEFORE WE GUT HER!
IF YOU'D LISTENED TO BLUEY, MAMA-- COUGHED UP SOME BUCKS SO'S WE COULD ALL GET STRAIGHT, EVERY-THING WOULD HAVE BEEN COOL.
BUT YOU HURT HIM. FOR THAT, YOU'RE GONNA DIE.
HE... MEANS IT!
CAN'T RETREAT-- THEY'LL BE ON ME IN AN INSTANT. I'LL STAND MY GROUND, TRY TO FACE THEM DOWN.
PLEASE-- DON'T COME ANY CLOSER. I DON'T WANT TO HARM YOU--!

WE AIN'T GONNA BE HURT, HONEY-BUNCH--

-- YOU ARE!

MY-- HAND!!

SO FAST-- DIDN'T SEE HIM COMING!

HE-- HE CUT ME TO THE BONE!

I WARNED YOU, BOY.

WHA-- WHA'S HAPP'NIN'-- ?!?

YOU CHOSE THE WRONG VICTIM THIS TIME!

I HAVE THE WILL, AND THE POWER, TO FIGHT BACK! YOUR NUMBERS-- YOUR WEAPONS-- ARE NOTHING TO ME!

FOR I CONTROL THE *ELEMENTAL FORCES OF NATURE!*

CRIPES-- NO! SHE'S SOME KIND'A SUPERHERO!

I HAVE TO BE VERY CAREFUL!

THE BUILDING IS ROTTEN, FALLING APART. TOO MUCH POWER COULD SHATTER IT.

AND FOR ALL THEIR BLUSTER AND BRAVADO, THEY ARE STILL ONLY CHILDREN. IF I KEEP THEM OFF-BALANCE, THERE SHOULDN'T BE ANY MORE PROBLEMS.

schroppy

GEEZ-- SHE'S WHIPPIN' A HURRICANE UP OUTTA THIN AIR!

BUT THE WITCH IS SO BUSY WITH THE OTHERS, SHE FORGOT ABOUT ME.

WHICH SUITS BLUEY-BOY JUS' FINE.

YOU KEEP YER BACK TA ME A SECOND OR TWO MORE, SWEET MAMA...

...AN' YOU'LL NEVER KNOW WHAT HIT YA.

JOHNNY B. ABEL

THE SHARKS

THE COLLETTA MOB!

UH-UH, PUNK!

=?!?=

THAP

EASY, CAGE! HE'S ONLY A KID-- DON'T HURT HIM!

SHOOT, MISTY, IF HE WAS AN ADULT, I'D HAVE SLAMMED HIM ***THROUGH*** THE WALL...

...'STEAD O' INTO IT.

HAM!

UNNNGNH!

LUKE CAGE?! MISTY KNIGHT?!?

HOW DO, STORM? AS THE SAYIN' GOES-- WHAT'S A RIGHTEOUS LADY LIKE YOU DOIN' IN A DUMP LIKE THIS?

I WAS... LOOKING FOR SOME-THING.

ED MANTELS

MARTY KRUG

Dave & Patty

WHIZZARD

Layton '73

BUT WHY ARE YOU HERE?

LUKE AND I WERE CRUISING THE NEIGHBOR-HOOD WHEN WE HEARD STREET-TALK ABOUT A TALL, REGAL, WHITE-HAIRED SISTER MAKIN' THE ROUNDS.

WE FIGURED IT WAS YOU.

AN' WHEN WE SAW LIGHTNING BOLTS POPPIN' OUT THESE TOP FLOOR WINDOWS, WE FIGURED YOU MIGHT NEED SOME HELP.

THANK YOU.

NOT A PRETTY SIGHT, IS IT?

WHAT D'YOU EXPECT?! THEY GOT NO HOMES, NO DECENT SCHOOLIN', NO MONEY, NO JOBS-- NO ***HOPE!*** SO THEY SHOOT UP SKAG, AN' THEN SHOOT PEOPLE TO GET BREAD TO FEED THEIR HABITS.

THEY'RE SO YOUNG.

YEAH. AN' THEY LIVE IN A SOCIETY MORE CONCERNED ABOUT CAGIN' 13-YEAR-OLDS FOR LIFE THAN TRYIN' TO GIVE 'EM A DECENT CHANCE.

IS THERE NOTHING WE CAN DO?

WE'RE SUPER-HEROES, ORORO, NOT GOD.

WE CAN SAVE HUMANITY FROM DOC DOOM OR GALACTUS-- BUT NOT FROM ITSELF.

C'MON, LET'S GET A DOC TO LOOK AT YOUR HAND. I'LL CALL THE COPS.

SALEM CENTER STATION, EARLY EVENING...

STUFFY, huh?

'FRAID SO? BUT THERE'S HOPE. DEEP DOWN INSIDE THAT MUSTY, UPTIGHT EXTERIOR IS A HECKUVA NICE GUY. VERY SHY, VERY STRAIGHT-ARROW-- BUT WELL WORTH KNOWING.

YOU HAVE POTENTIAL, SCOTT. AND I THINK I'M JUST THE ONE TO HELP YOU REALIZE IT.

I WISH YOU'D STAY.

I'VE GOT TO WORK.

BUT HERE'S SOMETHING TO REMEMBER ME BY. OPEN IT AFTER THE TRAIN'S PULLED OUT. 'BYE.

Oh, COLLEEN, WHAT ARE YOU GETTING YOURSELF INTO?

HEAD SAYS KEEP THINGS CASUAL. HEART SAYS GO FOR BROKE. LOT OF RISK THAT WAY.

SALEM CENTER

WE COULD BOTH BE TERRIBLY HURT.

"BUT WE COULD ALSO BE VERY, VERY HAPPY.

"AND THAT PRIZE IS WORTH ANY RISK."

DROP BY ANY OL' TIME--

Col.

COLLEEN WING

145 SEA

APT A

NYC 1002

(212) 589-1

UNCANNY X-MEN

IT'S A COOL, CLEAR NIGHT OVER LONDON AS THE PRIVATELY-OWNED 747 TAKES OFF FROM HEATHROW AIRPORT AND HEADS ACROSS SOUTHERN ENGLAND TOWARDS THE ATLANTIC.

THIS PARTICULAR BOEING IS WELL-KNOWN IN THESE PARTS--AND NOTORIOUS, TO BOOT. IT'S SAID TO BE A FLYING XANADU, AN AIRBORNE TREASURE TROVE THAT PUTS MOST PALACES TO SHAME. IT IS ALL THAT AND MORE.

IT IS ALSO THE HOME OF THE FINEST--AND MOST EXPENSIVE--ASSASSIN IN THE WORLD.

I'M MISS LOCKE, GENTLEMEN. MY EMPLOYER WILL JOIN YOU DIRECTLY WHEN WE REACH CRUISING ALTITUDE.

I DON'T LIKE THIS TOM. I THINK WE'RE MAKING A MISTAKE.

OK, CAIN--DON'T START ON THAT AGAIN.

I'M THE JUGGERNAUT, TOM!

IF ANYONE CAN DESTROY THE X-MEN--IF ANYONE HAS EARNED THE RIGHT--IT'S ME! NOT SOME MINCING, PIPSQUEAK, PEA-BRAINED WACKO KILLER FOR HIRE!

IS THAT SO? SIX TIMES, I THINK, YE'VE TRIED T' KILL THE X-MEN--OLD TEAM AN' NEW--AND EACH TIME, YE'VE FAILED.

LET SOMEONE ELSE TRY F'R ONCE, CAIN. WE'VE BIGGER--BETTER--FISH T' FRY. IF OUR MAN SUCCEEDS, THOSE CURSED MUTANTS WILL BE DEAD AN' WE'LL BE MILLIONAIRES.

IF HE FAILS, WE'LL STILL BE MILLIONAIRES, AN' YE'LL BE FREE T' TRY WHENEVER YE LIKE. SATISFIED?

NO!

Mr. "BLACK TOM" CASSIDY? Mr. CAIN MARKO--OR DO YOU PREFER THE *NOM DU CRIME* JUGGERNAUT?

ANYWAY--GREETINGS, GENTS.

ARCADE'S THE NAME, MURDER'S THE GAME!!

YOU PAY, YOU PLAY-- SATISFACTION GUARANTEED OR YOUR MONEY BACK.

LET'S TALK TURKEY, TROOPS. MISS LOCKE SAYS THESE SIX SUPERHEROES ARE YOUR TARGETS.

WELL, BLACK TOM, JUGGERNAUT, AS OF THE MOMENT WE GOT OUR-SELVES A DEAL--

BANSHEE

COLOSSUS

WOLVERINE

NIGHTCRAWLER

CYCLOPS

STORM

--THE X-MEN ARE AS GOOD AS DEAD!

NEXT ISSUE: MURDERWORLD REVISITED, OR--

"FUNFAIR IS ANOTHER NAME FOR MURDER!"

X-MAIL

c/o MARVEL COMICS GROUP
575 Madison Avenue
New York, New York 10022

ROGER STERN
EDITOR
JIM SALICRUP
ASSISTANT EDITOR

John and Chris:

"Psi-War" was fantastic. Once again, the X-Men have surpassed my expectations. In only two years, you two have taken a common comic and transformed it into something extraordinary. The strength and depth of your characterizations are amazing. Stan Lee took one-dimensional characters and made them two-dimensional, you have taken two-dimensional characters and made them into multi-faceted real people. Your handling of Wolverine, Cyclops and now Professor X are the best examples of the superb way you control complex characters.

The current story is the best I've seen in comics since Lee/Kirby's FANTASTIC FOUR. It's an epic fantasy that surpasses even the Kree/Skrull War. Somehow, your stories are fresher than anything I've read in years. You've rekindled my interest in comics just when I thought I was growing out of them.

John Byrne's artwork gets better each issue. Neal Adams has been dethroned. Adams' artwork may have been more realistic, but it was also scratchier and sketchier. Byrne's artwork emphasizes the fantastic at the expense of strict realism, but it's no loss because each page, each panel, vibrates with life. Adams made comics look life-like, but he never made them live.

The biggest compliment to your skill, however, is the reception the X-MEN receive in the non-comic reading world. Here at Harvard, my comic collecting is regarded as a little bit strange. Lately, I have been able to interest several friends in trying to read comics with an open attitude. I always give them the X-MEN first, and they are always impressed. After reading the X-MEN, most of my friends are converted and keep coming back to read more comics. Unfortunately, after reading the X-MEN, one of my room-mates found that no other title (and I let him read some of the best sequences in comics) lived up to his expectations. The only comic title he'll now read is the X-MEN. That's more praise than a collector like me can ever give you guys.

Theos McKinney
Quincy House B-33 / Harvard University
Cambridge, MA 02138

Dear Chris, John & Terry,

Bear with me, guys. This may take a while.

It's hard to be a fan when you see mediocre books thriving and excellent books failing. It's hard when you realize that you are buying some books from habit rather than their own value.

This letter is to thank you for the rare exception. This letter is to thank you for X-MEN.

Perhaps it isn't as deep or as cosmically meaningful as DR. STRANGE was. Perhaps it doesn't show us humanity the way MAN-THING did.

But X-MEN represents the ideal comic book. Intelligent scripting. Treatment of *all* characters as total human beings. Rich characterization. Beautiful artwork. Perfect fusion of story and art. How many books give us such fascinating heroes as Storm, Phoenix, Wolverine, Cyclops, Banshee, Nightcrawler, Colossus and Professor X? How many groups have two women as their most powerful members?

Check back to GIANT SIZE X-MEN #1. This book has fulfilled all the potential of its "first" issue. More, it has gone beyond it, and creates new potential with every issue. This book grows and develops.

In a time when I wonder why I still read comics, X-MEN serves to remind me why. And that's a lot to be grateful for.

Lately, you guys have been bombarded with praise, so maybe what I say doesn't mean very much. But I had to write. All three of you—Chris, John and Terry—are turning out the best work in comics, and I want you guys to know that I appreciate the effort.

William Nutt
Box 457/Fairfield University
Fairfield, CT 06430

We appreciate your letter, Bill, but—by way of maintaining the cosmic balance—we present the following counter-point to you and Theos McKinney. . .

Dear Editors,

Hey, listen—when you start featuring X-MEN stories again in this magazine, let me know. . .

After a birth into mutancy and surviving 117 issues at your collective hands, I'd expect these things to have advanced to some idea of what they were living for.

In other words, who needs to know what *Xavier's* motives are? "Psi-War" was an exercise in reproducing vintage DR. STRANGE panels; one could almost smell Colan/Palmer.

Claremont tacks so many make-shift reactions onto his characters in developing a storyline that the eventual resolution pans out with the crew suddenly just trailing along, weathering the conflict rather than engaging in it.

Everyone's lost in the crowd, growing in isolation and achieving little within the circumference of an individual's soul. What downcast triumph: the team-work works against them. Are they not X-MEN?

Bob Allen
1620 Fremont St.
Laredo, TX 78040

Dear X-People,

There are only two words for "Psi-War": indescribably fantastic! I have always wanted to know about Professor X before the X-Men. The only thing wrong with it is on Page 30, frame #1, where he tells Princess Lilandra he lost the use of his legs in battle with Lucifer, while in X-MEN #1, Page 10, frame #3, he tells Jean Grey that he must remain in his chair due to a childhood accident. Please explain? If you can't, I wouldn't mind finding out what a no-prize is.

Scot Lerner
2529 Whisper Way
Tallahassee, FL 32308

Blame it on Stan "the Man" Lee, Scot; he wrote both stories—X-MEN #1, with the "childhood" explanation, and #7, wherein he introduced the Lucifer scenario. The way we see it, his legs were crushed during a battle with Lucifer, but he kept that knowledge from the X-Men—not wishing to unduly alarm them—until they were trained and mature and experienced enough to cope with it, and, of course, with Lucifer himself. Nice try, Scot, but no No-Prize.

NEXT ISSUE: If you read the issue before the lettercol, you've a pretty good idea of what's coming. If you haven't, shame on you— and start reading! The gentleman's name is Arcade, the gentleman's game is murder. His target: the X-Men! Be here in 30, friends and neighbors, as you, our manic mutants, and a certain wall-crawling guest-star discover that: "FUNFAIR IS ANOTHER NAME FOR MURDER!"

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THE UNCANNY X-MEN™

GUEST-STARRING THE AMAZING SPIDER-MAN!

ARCADE'S MURDER WORLD

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS--feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: # THE UNCANNY X-MEN!™

"LISTEN--STOP ME IF YOU'VE HEARD IT--BUT THIS ONE WILL KILL YOU!"

A CHRIS CLAREMONT • JOHN BYRNE • TERRY AUSTIN PRODUCTION

AIDED AND ABETTED BY

TOM ORZ· LETTERER | GLYNIS WEIN COLORIST | ROGER STERN EDITOR | JIM SHOOTER ED.-IN-CHIEF

IT'S SPRINGTIME IN NEW YORK. FOR SOME, A TIME OF LOVE. FOR OTHERS, A TIME OF MISERY. FOR MOST OF US, THOUGH, IT'S A LITTLE BIT OF BOTH.

CASE IN POINT:

TYPICAL. I'M HEADING FOR A DATE WITH CISSY IRONWOOD-- A GORGEOUS GAL WHO REALLY DIGS ME-- AND I FEEL MISERABLE.

I WANTED TONIGHT TO BE SPECIAL-- FIRST-CLASS ALL THE WAY.

BUT AFTER PAYING MY INCOME TAXES YESTERDAY, ABOUT ALL I CAN AFFORD IS A BIG MAC AND FRIES.

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WELL, I GUESS IT'S NO GREAT TRAGEDY. CISSY KNOWS I'M NOT MISTER MONEYBAGS--SHE'LL UNDERSTAND.

BESIDES, THERE'S LOTS TO DO IN GREENWICH VILLAGE, EVEN IF YOU ARE BROKE.

HEY-- THAT COUPLE DOWN THERE! I KNOW THEM!

"IT'S *COLLEEN WING* AND *SCOTT SUMMERS*, A.K.A. *CYCLOPS*! I DIDN'T KNOW THEY WERE AN ITEM!"

PENNY FOR YOUR THOUGHTS, SCOTT?

I WAS THINKING ABOUT JEAN'S FOLKS. I'VE BEEN TRYING TO REACH THEM SINCE THE X-MEN RETURNED TO THE STATES.

BUT SO FAR-- NO LUCK.

HIYA, TRUE BELIEVERS! LONG TIME NO SEE!

WELL, HELLO! I HAVEN'T SEEN YOU SINCE THAT FRACAS WITH STEEL SERPENT.*

AND I HAVEN'T SINCE THE X-MEN FACED THE SO-CALLED "LORDS OF LIGHT AND DARKNESS." **

WHAT'S NEW, SPIDER-MAN?

*MT-U #64, **MT-U ANNUAL #1. --ROG.

NOT MUCH. I WAS JUST PASSING BY AND I FIGURED I'D DROP DOWN AND SAY HELLO.

HOW ARE MISTY KNIGHT AND IRON FIST? THEY STILL... uh, Y'KNOW...

PASSIONATELY.

FAR OUT.

OOPS, I'M LATE! GOTTA BE GOING, TROOPS -- TAKE CARE!

SO LONG!

WITH THAT, SPIDER-MAN SWINGS OFF INTO THE NIGHT...

...BARELY AWARE OF A CITY SANITATION TRUCK...

...MOVING PAST HIM UP THE STREET.

IT'S A TRUCK WHOSE DESIGN HAS LITTLE TO DO WITH GARBAGE.

SPIDER-MAN!

THE BOSS WOULD GIVE HIS SOUL TO GET HIS HANDS ON THAT WALL-CRAWLER AGAIN.

BUT THERE'S NO TIME TO CHASE AFTER HIM NOW!

YOU KNOW, COLLEEN, YOU AND JEAN ARE THE ONLY GIRLS I'VE EVER DATED. GROWING UP IN A STATE ORPHANAGE MAKES FOR A LOUSY SOCIAL LIFE.

I HATED THAT PLACE. THE ONLY THINGS THERE THAT WERE TRULY YOURS WERE YOUR OWN THOUGHTS.

I'VE NEVER TOLD ANYONE THIS, NOT EVEN JEAN, BUT I--

HEY!

GNNRRR-

SFLANNG!

NYSD

SANITATION

ROVER TO PINBALL WIZARD. MISSION ACCOMPLISHED.

TARGET ONE SECURED. PROCEEDING TO TARGET TWO.

AT THAT, MOMENT, NOT FAR AWAY...

"SFLANNG"?!

WHERE HAVE I HEARD THAT BEF-- ARCADE!!

I THOUGHT THAT GARBAGE TRUCK LOOKED FAMILIAR! IT MUST BE THE ONE ARCADE USED TO CAPTURE CAPTAIN BRITAIN AND ME! *

THAT WEIRD SOUND MEANS HE'S PROBABLY GRABBED WHOEVER HE'S AFTER-- AND I HAVE A NASTY FEELING I KNOW WHO IT IS.

*MTU #65.--R.S.

SCOTT AND COLLEEN -- THEY'RE GONE!

NO SIGN OF THE TRUCK, EITHER -- EVERYTHING'S DISAPPEARED INTO THIN AIR EXCEPT FOR...

...COLLEEN'S SCARF! THIS LOOKS BAD! ARCADE COULD BE AFTER THE X-MEN... IRON FIST... ANY NUMBER OF PEOPLE!

I'LL TAKE TIME OUT FOR A QUICK SEARCH--

--AND THEN I'D BETTER START MAKING PHONE CALLS. I'VE GOT A LOT OF FOLKS TO WARN.

LINCOLN CENTER.

ONCE UPON A TIME, IT WAS A NEIGHBORHOOD OF SLUM TENEMENTS, IMMORTALIZED BY THE FILM, "WEST SIDE STORY".

THINGS HAVE CHANGED.

THE HEART OF THIS MAJESTIC COMPLEX IS THE METROPOLITAN OPERA HOUSE...

...WHERE, TONIGHT, AT THE PREMIERE PERFORMANCE OF THE BOLSHOI BALLET'S AMERICAN TOUR, WE FIND SOME OLD, DEAR FRIENDS.

Mr. WAGNER, Mr. RASPUTIN -- I AM MISS LOCKE. FOLLOW ME, PLEASE.

KURT WAGNER AND PETER RASPUTIN, PERHAPS BETTER KNOWN AS **NIGHTCRAWLER** AND **COLOSSUS**.

I'M AFRAID THAT PROFESSOR XAVIER'S PRIVATE BOX IS BEING RE-FURBISHED.

BUT THE DIRECTOR HOPES THIS ONE WILL SERVE AS WELL.

A PRIVATE BOX--WOW.

THIS IS THEIR FIRST DOUBLE-DATE WITH BETSY AND AMANDA IN QUITE A WHILE. THEY HOPE IT WILL BE A NIGHT TO REMEMBER.

THEY GET THEIR WISH.

KURT-- THE DOOR!

HEY, WHAT IS THIS?! WE'RE IN SOME KIND OF STEEL BOX!

TELEPORT OUT OF HERE, KURT! I WILL TRY TO SMASH-- EH?!?

GAS!!

TURN TO COLOSSUS, PETER-- QUICKLY! BEFORE THE... GAS... TAKESSSS... EFFUNGH...

IN A MATTER OF SECONDS, IT'S ALL OVER.

DRAGON LADY TO PINBALL WIZARD -- MISSION ACCOMPLISHED.

FIRE EXIT

PRIVATE BOOTH

TARGETS THREE AND FOUR SECURED. TAKE THEM AWAY.

YOUR WISH IS MY COMMAND, TOOTS. TOODLE-OOO!

THE JAPANESE CONSULATE, ON PARK AVENUE...

< THANK YOU FOR DINNER, MARIKO. I CAN'T REMEMBER WHEN I'VE ENJOYED A MEAL MORE. >

< I AM GLAD, LOGAN-SAN. >

< MAY I SEE YOU AGAIN? >

< YES. I HOPE... SOON? >

FAR FLAMIN' OUT!

THE MORE I SEE MARIKO, THE MORE I ***WANT*** TO SEE HER. SHE'S LIKE NO WOMAN I'VE EVER KNOWN. CRIPES, SHE REACHES PARTS OF MY SKULL I NEVER KNEW EXISTED.

GOT A LIGHT, PAL?

SURE.

NICE NIGHT, Y'KNOW?

IT'LL DO.

A

THING IS, WHAT COMES NEXT?

LIVIN' DAY BY DAY WAS FINE FER BROADS LIKE CRACKLIN' ROSA-- OR MAYBE EVEN JEAN GREY. BUT NOT MARIKO YASHIDA.

BEHIND WOLVERINE, UNNOTICED, A CERTAIN GARBAGE TRUCK GUNS ITS MOTOR...

...AND BEGINS MOVING DOWN THE STREET TOWARDS HIM.

GRAYMALKIN LANE-- A WINDING COUNTRY ROAD LEADING OUT OF THE WESTCHESTER COUNTY TOWNSHIP OF SALEM CENTER.

A FEW MILES OUTSIDE THE VILLAGE IS AN OLD, STATELY MANSION THAT-- FOR THE PAST FEW YEARS--HAS BEEN THE HOME OF PROFESSOR CHARLES XAVIER'S **SCHOOL FOR GIFTED YOUNGSTERS**...

...AND THE HEADQUARTERS OF THE UNCANNY **X-MEN**.

AS SUCH, IT IS PROTECTED BY AN ARRAY OF SECURITY SYSTEMS SO COMPLEX AND SOPHISTICATED...

BRRRING!

...THAT EVEN THE X-MEN THEMSELVES WOULD BE UNABLE TO BREAK IN UNDETECTED.

BRRRINNG!

THE SYSTEM IS VIRTUALLY FOOLPROOF.

Huh ??? Whuzzat...?

OR... IS IT?

I MUST HAVE DOZED OFF. WITH ALL DUE APOLOGIES TO JAMES JOYCE, THAT'LL TEACH ME TO READ "FINNEGAN'S WAKE" IN FRONT OF A ROARIN' FIRE.

GLORY, THE PHONE!

BRRRINNG!

I HOPE IT ISN'T TROUBLE. WE'VE HAD IT PRETTY EASY THESE PAST FEW WEEKS, GETTIN' THE MANSION-- AN' OUR HEADS -- IN ORDER. I'LL BE SORRY TO SEE OUR "VACATION" END.

BRRRINNG!

SEEMS, THE OLDER I GET, THE LESS EAGER I AM TO PLAY SUPER-HERO. AN' YET, IF I RETIRED, I THINK THE BOREDOM WOULD DRIVE ME CRAZY...

OH!

I WOULDN'T FRET 'BOUT THOSE PROBLEMS, Mr. BANSHEE, IF I WERE YOU. BY THIS TIME TOMORROW NIGHT, THEY'LL ALL BE TAKEN CARE OF... PERMANENTLY.

THUP!

SEAN, THE TELEPHONE-- WILL YOU ANSWER IT, PLEASE?

SEAN? BANSHEE?!

BRRRINNG!

DEVILS TAKE THE MAN, HE MUST HAVE GONE OUT.

IT NEVER FAILS. THAT INFERNAL DEVICE ALWAYS RINGS AT THE MOST INCONVENIENT TIMES.

BRRING!

I WISH SEAN HAD TOLD ME HE WAS LEAVING. I WOULD HAVE POSTPONED MY BATH.

BE STILL, I'M COM--

--UNNNGNH!

SLEEPY-BYE, HONEY-CHILE.

THUP!

HELLO! HELLO!

IS THIS PROFESSOR XAVIER'S MANSION? IS ANYONE THERE?!

H'LO?

THANK HEAVEN I'M IN TIME. THIS IS SPIDER-MAN. SCOTT SUMMERS WAS KIDNAPPED TONIGHT BY A CRAZY ASSASSIN-FOR-HIRE NAMED ARCADE.

I THINK HE MAY BE GUNNING FOR THE X-MEN!

YOU GOT IT, WALL-CRAWLER. I *AM* GUNNIN' FOR THE X-MEN. TROUBLE IS, YOUR WARNIN' COMES A WEE BIT TOO LATE.

"AN' WHEN I'M DONE WITH THEM, SPIDEY...

SKRRRASH!

NOOOO!!

"... I'M COMIN' AFTER YOU. 'BYE NOW."

GEEZ.

TIME PASSES. AND SCOTT SUMMERS WAKES TO A STYGIAN DARKNESS...

... THAT EVEN THE LIGHT OF HIS EYE BEAMS CAN'T PENETRATE.

HEAD... FEELS LIKE MUSH.

I REMEMBER BEING ATTACKED BY... A GARBAGE TRUCK? HIT BY SOME KIND OF NERVE GAS, KNOCKED OUT BEFORE I COULD FIRE AN OPTIC BLAST.

COLLEEN, IS SHE-- LIGHTS!

GOOD LORD!

THE X-MEN! WE'RE ALL IN UNIFORM...

... ALL SEALED INSIDE THESE LUCITE SPHERES. WHAT GOES ON HERE, ANYWAY?!

WE'RE IN SOME SORT OF TUNNEL. WE'D BETTER BUST OUT -- FAST -- BEFORE OUR UNKNOWN HOST MAKES HIS MOVE.

THEY ARE ALL AWAKE, ARCADE.

THANK YOU, MISS LOCKE. SYSTEMS UP-DATE, MISTER CHAMBERS?

ALL READINGS NOMINAL. YOU CAN START WHENEVER YOU'RE READY.

MY FRIEND, THAT'S JUST WHAT I WANTED TO HEAR.

WITH GLEEFUL, PRACTICED SKILL, ARCADE DRAWS BACK THE HAMMER OF HIS MASTER PINBALL MACHINE, THAT ACTION DUPLICATED ON THE GIANT-SIZE MACHINE OUTSIDE THE CONTROL BOOTH.

LADEEZ, GENTLEMEN, AN' CHILDREN OF ALL AGES--

"--ARCADE PROUDLY WELCOMES YOU TO **MURDERWORLD**--

"--WHERE *NOBODY* EVER SURVIVES!"

SPLOINNG!

ONE AFTER THE OTHER...

...THE BALLS SHOOT UP THE LAUNCHING TRACK--

--AND ONTO THE FACE OF THE GIANT PINBALL BOARD.

AARRRGH!

BZARK!

THE BUMPERS SEND ELECTRICAL CHARGES THROUGH THE SPHERES. AND WE'RE ROLLING SO FAST--IN SO MANY DIFFERENT DIRECTIONS AT ONCE--WE'VE NO CHANCE TO GET OUR BEARINGS.

AND THAT'S ONLY THE BEGINNING...

RAZK!

BZING!

THE X-MEN--STILL GROGGY FROM THE EFFECTS OF ARCADE'S NERVE GAS--TAKE A MERCILESS POUNDING...

...THAT MAKES SOME OF THEM SICK, AND PREVENTS ALL OF THEM FROM BRINGING THEIR POWERS TO BEAR ON THEIR PLASTIC PRISONS...

...AS THEY ROLL HELPLESSLY TOWARDS THE MACHINE'S DEAD-BALL SLOT--EACH TO A SEPARATE, CUSTOM-DESIGNED DOOM.

WE'RE OFF AND RUNNIN', FOLKS, AND SO FAR, I'M NOT IMPRESSED. WHEN I TUSSLED WITH SPIDER-MAN,* HE BROKE FREE OF HIS PINBALL.

*MTU #66--ROG.

THE GAME'S STILL YOUNG--

"-- BUT IF THE X-MEN DON'T START GETTING THEIR ACT TOGETHER, IT'S GONNA BE OVER BEFORE IT'S BEGUN."

OW!

THUMP!

NOT THE GENTLEST OF LANDINGS, BUT MAYBE THAT'S JUST WHAT I NEEDED. THE MIXTURE OF FEAR AND PAIN CLEARED ALL THE COBWEBS OUT OF MY HEAD.

EXIT

EXIT

EXIT

I'M STILL NOT SURE WHAT'S GOING ON, BUT AT LEAST NOW I THINK I'VE GOT AN EVEN CHANCE.

HOW DO, CYCLOPS. WELCOME TO MY "LADY OR THE TIGER" ROOM.

YOU HAVE THREE DOORS-- ONE'S A WAY OUT... THE OTHER TWO LEAD TO HORRIBLE DEATHS. THE CHOICE IS YOURS.

THANKS.

MY PLEASURE. AND JUST TO GIVE YOU AN INCENTIVE TO MAKE UP YOUR MIND--

EXIT

EXIT

EXIT

RRRRR

--YOU SHOULD KNOW THERE'S A TRIGGER RELAY CONNECTING THE DOORS WITH THE HYDRAULIC RAM. THE SECOND YOU OPEN A DOOR, OR BLAST IT WITH YOUR EYE BEAMS, THAT MOVING WALL WILL SLAM THE REST OF THE WAY ACROSS THE ROOM.

THAT GIVES YOU ONE PLAY, MAKE IT COUNT!

'COURSE, WHAT HE DOESN'T REALIZE IS THAT BEHIND EACH DOOR IS A CONCRETE WALL.

SURE, THERE'S A WAY OUTTA THAT TRAP, BUT HE WON'T FIND IT BY TRUSTIN' ME.

NOW, FOR COLOSSUS...

ABSOLUTE DARKNESS-- I CANNOT SEE A THING. I HAVE NO IDEA WHERE I AM...

...OR HOW LARGE THIS ROOM IS.

BUT I MUST DO SOMETHING. MY FRIENDS ARE IN DANGER.

<PIOTR NIKOLIEVITCH RASPUTIN-- BE SEATED.>

Eh--?! THAT VOICE -- IT SPEAKS *RUSSIAN!*

<GREETINGS, YOUNG COMRADE. I TRUST YOU ARE COMFORTABLE-- WE WILL BE HERE QUITE A WHILE.>

<WHO ARE YOU?! HOW DO YOU KNOW MY NAME?>

<I KNOW ALL THERE IS TO KNOW ABOUT YOU-- COLOSSUS.>

<I AM **COLONEL ALEXEI VAZHIN** OF THE KGB-- THE COMMITTEE FOR STATE SECURITY.>

<YOU ARE HERE, PIOTR NIKOLIEVITCH, TO ANSWER CHARGES-- THAT YOU ARE A **TRAITOR!**>

<I... I CANNOT BEAR THEM.>

<WHAT?! COMRADE COLONEL-- THOSE LIGHTS, THEY ARE SO BRIGHT--!>

<Oh?>

<THIS SUDDEN LACK OF COOPERATION, COMRADE, MAKES ME WONDER IF, PERHAPS, THE CHARGES ARE TRUE.>

<THEY ARE **LIES!** I AM NO TRAITOR!>

<THEN YOU HAVE NOTHING TO FEAR, FROM ME OR MY LIGHTS.>

<AND YET--WHAT **LOYAL** SON OF MOTHER RUSSIA OFFERS HIS SERVICES, AND HIS SUPER-POWERS, TO A TEAM BASED IN THE **UNITED STATES?**>

COLOSSUS HAS NO ANSWER.

ELSEWHERE...

A FUN HOUSE HALL O' MIRRORS. SOMEHOW, THAT MAKES SENSE.

ONLY ONE WAY OUT--SO IT'S GOTTA BE A TRAP.

WELL, SUBTLETY AIN'T MY STYLE.

I'LL BULL MY WAY THROUGH AN' SEE WHAT HAPPENS.

THE ANSWER ISN'T LONG IN COMING.

SNIKT!

THAT SOUND--!

WHAT THE FLAMIN'--?!

CRAZY-SHAPED IMAGES O' ME--COMPLETE WITH CLAWS-- POPPIN' OUTTA THE MIRRORS!

WELL, YOU BOZOS BETTER KNOW HOW TO USE 'EM!

Oh, THEY DO, WOLVERINE-- AS YOU'LL SOON SEE.

INSTANT ANDROIDS-- I LOVE 'EM! BUT IT'S TIME I CHANGED CHANNELS--

"-- AN' LOOKED IN ON THE X-MEN'S PET DEMON, *NIGHTCRAWLER*.

"FELLA LIKE HIM OUGHT TO BE RIGHT AT HOME IN THE DARK...

"... WHICH IS AS GOOD A REASON AS ANY FOR TURNING ON THE LIGHTS!"

WAS IST--?!

AT LEAST NOW I CAN SEE WHERE I AM.

NOT THAT THAT DOES ME MUCH GOOD.

THE ROOM'S BOWL-SHAPED -- LIKE A BICYCLE RACING TRACK BACK HOME. BUT THERE HAS TO BE MORE TO IT THAN...?

I HAD TO ASK.

THOSE THINGS COMING OUT OF THE WALLS REMIND ME OF CARNIVAL DODGE-'EM CARS. BUT THE DODGE-'EMS I KNEW--

--WEREN'T EQUIPPED WITH BUZZ SAWS -- AND TEETH!

THIS IS MY CUE...

VRRRAP

...TO TELEPORT SOMEWHERE ELSE.

I OUGHT TO BE SAFE ENOUGH HERE ON THE CEILING.

HE LOOKS THE WRONG WAY FOR ONLY A MOMENT-- HIS ATTENTION FOCUSED SO MUCH ON THE CARS BELOW THAT HE MISSES THE ONE SHOOTING UP THE GENTLY CURVED WALL BEHIND HIM --

--BUT A MOMENT IS ALL IT TAKES.

AARRRGH!!

TIME TO GO -- I DO SO HATE THE SIGHT OF BLOOD.

ON TO *BANSHEE*...

INFINITE GREY SPACE -- NO FLOOR, NO CEILING, NO BOUNDARIES, NO HORIZON. IT COULD GO ON FOREVER, OR BE THE SIZE OF A PHONE BOOTH.

IF ME VOCAL CHORDS WERE FULLY HEALED,* I COULD USE ME SONIC SCREAM LIKE A SONAR TO DETERMINE THE SIZE AN' SHAPE O' THE ROOM.

AS IT IS, THOUGH, I'M LUCKY I CAN EVEN TALK.

*THEY WERE SERIOUSLY INJURED IN *X-MEN* #119. -- ROG.

SUDDENLY...

SAINTS ABOVE-- STUKAS!

I'M BEIN' STRAFED!

THE PLANES--THIS BATTLEFIELD--APPEARED OUT O' NOWHERE. EVERYTHING LOOKS REAL--YET THERE'S A TOUCH O' WACKO TO IT ALL.

BOMB

IT REMINDS ME O' THE PAINTED BACKBOARD OF A PINBALL MACHINE.

WITHOUT ME POWER, I CAN'T TELL WHAT'S ILLUSION, WHAT'S REAL. AN' IF I GUESS WRONG--EVEN ONCE--I'VE HAD IT.

'BYE, BANSHEE. I'LL COME BACK TO YOU IN A BIT.

ASSUMING, O' COURSE, YOU'RE STILL ALIVE. MEANTIME, I'VE ONE MORE FISH TO FRY.

I FIGURE I'VE BEEN SAVING THE BEST FOR LAST. I HOPE STORM--

"-- DOESN'T DISAPPOINT ME."

EVERYTHING'S... HAPPENING SO FAST. I... HURT FROM THAT DRUG-DART.

AND THE WALLS! THEY'RE SO CLOSE... IT'S LIKE A STEEL BOX!

AWW... WHAT'S THE MATTER, SWEET? HAVE WE FRIGHTENED YOU?

THAT VOICE AGAIN!

COULD IT BE YOUR QUARTERS? A TOUCH OF CLAUSTROPHOBIA, PERHAPS?

WELL, NOW--WE CAN... IMPROVE ON THAT!

THE *FLOOR!* IT'S SOME SORT OF HUGE TRAP DOOR!

I'M STILL TOO WEAK -- HAD NO CHANCE TO REACT TO THAT DOOR.

THE LIGHT IN HERE IS SO DIM. I CAN SEE THE WATER BELOW ME -- BUT NOT THE ROOM ITSELF.

WHAT--?! I'M *FALLING!* SOME KIND OF NEGATIVE AIR EFFECT IS CANCELLING OUT MY ABILITY TO GLIDE ON THE WINDS!

I'M TRYING TO CREATE AN UPDRAFT, BUT SOMETHING IS FIGHTING ME!

DOESN'T FEEL LIKE A NATURAL FORCE -- IT MUST BE SOME ARTIFICIAL MECHANISM.

I MUSTN'T LET IT PULL ME BELOW THE WATER!

I HAVE TO FIND THAT TRAP DOOR, AND TRY TO BLAST MY WAY OUT.

THERE IT IS!

AARRRGH!!

AROUND HER BODY, ORORO'S MUTANT METABOLISM GENERATES A POSITIVE ELECTRICAL FIELD, HURLING THE ACCUMULATED ENERGY FROM HER IN AWESOME BOLTS OF LIGHTNING...

...ONLY TO HAVE THOSE BOLTS REFLECTED BACK AT HER BY AN EVEN STRONGER FIELD.

MEANWHILE, BACK ON SQUARE ONE...

CAN'T WAIT MUCH LONGER TO MAKE UP MY MIND.

BUT I ALSO CAN'T SHAKE MY INSTINCTIVE DISTRUST OF THIS ARCADE CHARACTER.

EXIT

EXIT

EVEN IF HE'S TELLING THE TRUTH ABOUT THESE DOORS -- EVEN IF I GET LUCKY AND PICK THE RIGHT ONE--

-- I'D JUST BE PLAYING *HIS* GAME, BY HIS RULES.

I'LL BET MY ONLY CHANCE IS TO ***BREAK*** THOSE RULES -- DO THE UN-EXPECTED -- STARTING RIGHT... ***NOW!***

AND, NOT FAR AWAY...

I'M HOLDIN' MY OWN -- FOR NOW.

BUT EACH TIME I SKRAG ONE O' THESE ROBOTS, OUT POPS A REPLACEMENT-- STRONGER AN' FASTER THAN THE ONE BEFORE.

THEY'RE WORKIN' AS A TEAM, TOO -- HEMMIN' ME IN, KEEPIN' ME FROM SMASHIN' THE MIRRORS OR REACHIN' THE EXIT, WEARIN' ME DOWN!

SKUK

HUH--?! WHAT'S THAT?!

CYKE! I HATE TA SAY IT, BOSS, BUT FOR ONCE, I'M GLAD TA SEE YA.

LIKEWISE, WOLVERINE. YOU OKAY?

YUP.

YOUR OPTIC BLAST MUST'A ZAPPED THE MACHINERY-- THESE FLAKEY MIRRORS HAVE STOPPED GROWIN' ROBOTS. WHICH IS JUST FINE WITH ME.

C'MON. LET'S MAKE TRACKS BEFORE THIS FREAKED-OUT FUN HOUSE POPS ANY MORE SURPRISES.

NO SWEAT, I ALREADY GOT H:S SCENT. IT'S --

WOLVERINE -- AHEAD OF YOU! SOMEONE'S IN THE SHADOWS!

KROM!

--UNNNGNH!!

CYKE, THIS IS... CRAZY! THAT AIN'T ONE OF ARCADE'S ROBOTS -- THAT'S REALLY COLOSSUS!

NO LONGER AM I THE X-MAN, COLOSSUS -- A *TRAITOR* TO HIS MOTHERLAND AND HIS PEOPLE!

NOW I AM THE **PROLETARIAN** -- WORKERS' HERO OF THE SOVIET UNION!

AND MY FIRST MISSION IS -- TO *SMASH THE X-MEN!*

OH-HO, BOY! THIS IS *GREAT!*

ENJOYIN' YOURSELVES, DARLIN'S? MIZ AMANDA? MIZ COLLEEN? MIZ BETSY? I SURELY HOPE SO -- 'CAUSE I'M HAVING THE TIME O' MY LIFE!

Y'SEE, BEFORE MY BRAINWASHIN' WEARS OFF, I FIGURE COLOSSUS WILL KILL THE X-MEN, OR THEY'LL BE FORCED TO KILL HIM. EITHER WAY, THEY LOSE --

--AND ARCADE *WINS!*

NEXT

HE ONLY LAUGHS WHEN I HURT!

X-MAIL

c/o MARVEL COMICS GROUP
575 Madison Avenue
New York, New York 10022

ROGER STERN
EDITOR
JIM SALICRUP
ASSISTANT EDITOR

Way back in X-MEN #117, we printed a letter from Brenda Robnett, wherein she spoke of her feelings about *Phoenix/Jean Grey*. She'd liked what Chris and Dave Cockrum—and later, John Byrne—had done with her initially, especially their giving her power levels sufficient to slug it out toe-to-toe with Firelord and, later, save the entire universe. She did *not* like the power de-escalation that occurred immediately afterwards. We invited comment; we got it, and then some.

Dear Chris & Co,

Re: Phoenix' powers.

First off, I love Phoenix. Such splendid power. And I am truly thrilled by her non-competitive friendship with Ororo. At first, though, I rather thought you would have to sharply define Jean's new powers as time passes or you would wind up with a super-heroine who has no need of her fellow X-Men. From the weakest member of the team, she became the strongest and what need has she of them? Well, of course, if you did that I'd be screaming M A D, because I love Scott & Jean together and I want them to continue on together. I think you are doing fine on your own. You've injected a lot of humanity into these characters, and that's what makes me love them. I think you're on the right track with Jean (providing she doesn't lose Scott—I'd keep reading—humanity, you know—but I'd never forgive you.) It makes it much more interesting when one moment Jean is repairing a universe and the next she can't defeat a two-bit agent like Warhawk. It makes her troubled emotions so much more poignant because neither we nor she know the true extent of her powers. How frightening to think one moment you can save the world and then nothing works. Jean will be doing a lot of soul searching for her new identity and how much worse for her when she realizes Scott thinks she's not Jean Grey anymore, too. And we readers will be right there involved with them.

Joan Ludlow
(no address given)

Dear Chris & Armadillo,

I agree whole-heartedly with Brenda Robnett about Phoenix. Hurray, hurray, back from the dead, she must be pretty special. Keep her that way. If you're afraid to have a super super-heroine, don't fret—she's not. First, I think you have to define power. Can she blast the X-Men across the Universe? Yes, she can. Can she read minds and mentally bonk people? Right again. Can she leap tall buildings at a single bound? Not really. Can she smash a runaway Mack truck? Lift the Empire State Building? Punch a hole in three feet of steel? Not unless you've been modifying the old model. She's just not physically that strong. Certainly you guys can work out ways to exploit that lack in her power. Jean is not omnipotent. And psychologically, she also appears very vulnerable. But please bring back that *fantastic* psychic strength. I'm sure Marveldom Assembled will cheer you on.

Susan Jaworowski
Providence, RI

Ladies and Gentlemen,

My main reason in writing is to respond to Brenda Robnett's letter and the issues that it raised.

First, I think that it is a mistake to approach Phoenix as a super-powered woman, and I hope I can muster the literacy to make myself understood. The magnificent thing about Mr. Claremont's female characterizations is that he approaches each one simply as an individual in herself. Obviously, 'woman' is part of what Jean is, but it is a mistake to ascribe any characteristics to her or any other female character simply because she is a woman. In this light, I think Ms. Robnett's comment about women and the "Weaker Sex" are a mistake. It is no more real to make a female character particularly strong in reaction to the mistaken belief of the weaker sex than it is to hold the belief in the first place.

Assuming that I made that point clear, it seems to me that leaves only the question of Phoenix' power level, all considerations of sex aside. To some extent, I agree with Ms. Robnett; a heroine of extreme power can be made interesting, in some ways more interesting than a conventional Joe Jock in long underwear. The problem in this case, I think, is one of context, in two different senses. First, if you have a heroine of universe saving powers, then the book is going to have a rather cosmic scope. A heroine with the power to mend the fabric of reality battling it out with Sandman might not be a biggie. Also, the character herself will have to develop a rather cosmic consciousness (e.g. Captain Marvel or Thor), and that isn't the Jean I know. The Jean I know is a real, warm person, rooted in this earthly world.

Second, this is a group book, and having a character around who can always pull the X Men's fat out of the fire won't do anybody any good. And I don't feel like Phoenix can support a solo feature at this point.

Leaving, finally, the age-old question of, are the villains too powerful? I think it's really pretty much a question of mix and match. The full roster of Avengers taking on the Mole Man might be a bit of overkill, but, on the other hand, I don't think I'd like to see Daredevil face off against Galactus. Overall, I'd be willing to concede that villainy is a mite bit stronger in Marvelland, but again, I see two considerations. One, it's a helpful device for building suspense. Two, the use and application of power takes a great deal of effort and practice. Since the villains are essentially the aggressors, it's only natural that they are more geared towards the use of power. For them, the optimum condition is the use of power. For the good folks, the optimum condition is to be able to go home and relax.

I don't know exactly where that puts me on the issue, but I have registered my opinions. Your work is, as always, just magnificent.

Verde
Box 1280 ac
Meadville, PA 16335

Where to begin? To cover this question in the depth it deserves would probably take more room than we have. The best we can do is print your debate.

You see, Phoenix' power was reduced because it was felt that having a cosmic X-Man would unbalance this team in exactly the same sense that Thor all-too-often unbalanced the Avengers. When you have a Norse God—or the ultimate telepath—on your side, everyone else in the Avengers—or the X-Men—is rendered pretty much superfluous. On the other hand, the question has been asked, would we have chopped Phoenix' powers if she was a man? Given the existing parameters and characters in the X-MEN, the answer is yes!

What's done *a propos* Phoenix, is done. What is important from now on is making sure that all that happens to her—and to those around her—is true to the character thus far evolved. Then, hopefully, regardless of whether Jean becomes a goddess or a normal person—*sans* any mutant powers—she'll be a character the readers know and understand and, most of all, care for. What's essential—at least from Chris' point-of-view as the writer—is that she—and all the X-Men—be real. It's easier said than done, but that's our challenge, and we're going to keep trying to meet it!

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THE UNCANNY X-MEN™

DON'T YOU UNDERSTAND, COLOSSUS? WE'RE YOUR FRIENDS!

HE WAS ONE OF THE X-MEN-- NOW, HE'S THE POWER-MAD PROLETARIAN!

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS--feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

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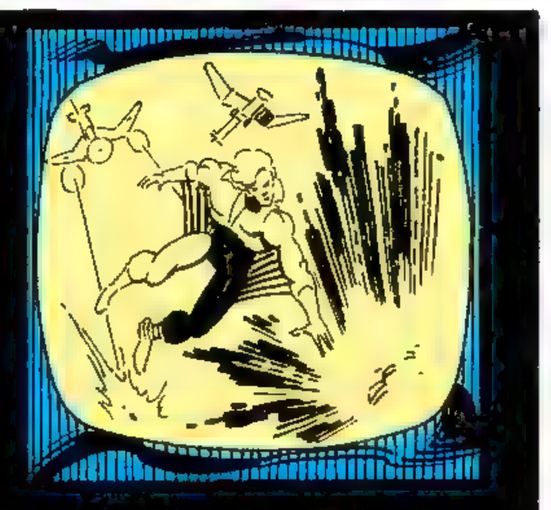
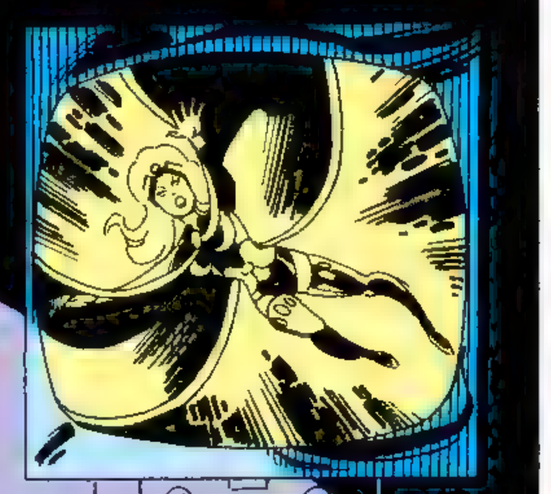
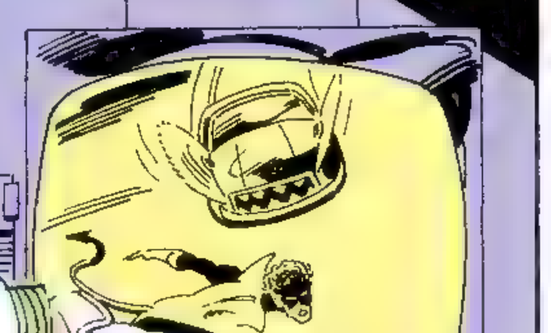
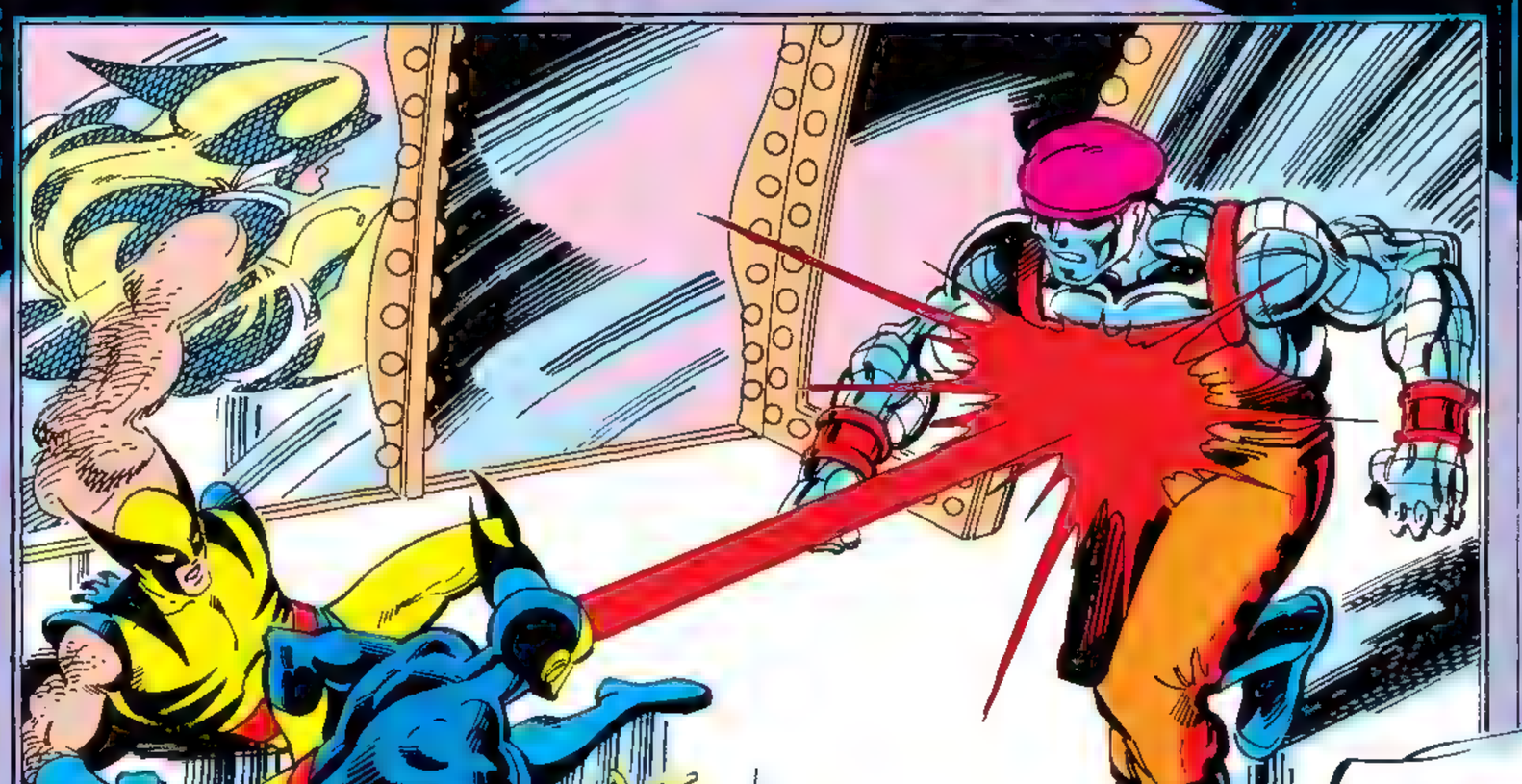
He only laughs when I HURT!









TO STATE THE OBVIOUS: THE X-MEN ARE IN A LOT OF TROUBLE...

...COURTESY OF THIS MAN-- **ARCADE** BY NAME, ASSASSIN BY TRADE.

HE'S BEING PAID A MILLION DOLLARS A HEAD TO KILL THE X-MEN, AND IN DOING SO, HE'S HAVING THE TIME OF HIS LIFE!

LG462

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HOOOO-*HAH!*

I'M LAUGHING SO HARD IT'S MAKING ME CRY.

THOSE X-MEN ARE PUTTING ON ONE HECKUVA SHOW. I SURE HOPE YOU FINE FILLIES ARE ENJOYING IT AS MUCH AS I AM.

Oh, SURE! NOTHING LIKE WATCHING PEOPLE YOU LOVE FIGHTING FOR THEIR LIVES.

IF YOU'RE GOING TO KILL THEM, AT LEAST HAVE THE DECENCY TO DO IT QUICKLY, CLEANLY!

DECENCY'S DULL. 'SIDES, MISS COLLEEN WING -- YOUR WAY, THEY'RE DEAD AND THAT'S THE END OF IT. MY WAY, AT LEAST, THEY HAVE A CHANCE.

NOT MUCH OF ONE, BUT A CHANCE.

YOU'RE INSANE!

CRAZY AS A LOON. BEEN THAT WAY FOR YEARS.

GIVE US A KISS, huh, TOOTS?

SMOOCH

IF MY HANDS WERE FREE, ARCADE, I'D GIVE YOU SOMETHING A LOT STRONGER THAN A KISS!

TEMPER, TEMPER. Y'KNOW, YOU'RE BEAUTIFUL WHEN YOU'RE ANGRY.

YOU--! WHAT KIND OF SEWER DID YOU CRAWL OUT OF, ANYWAY?

BEVERLY HILLS.

"I WAS YOUR BASIC POOR LITTLE RICH KID-- SPOILED ROTTEN. WHEN I TURNED 21, DADDY SAID I WAS NO GOOD...

"... AND CUT OFF MY ALLOWANCE.

"THE NEXT DAY, I CUT OFF DADDY'S *LIFE*.

BOOM!

"THAT WAS WHEN I REALIZED THAT I HAD A GREAT AND UNIQUE TALENT FOR MURDER. WITHIN A YEAR, I WAS THE BEST HIT-MAN IN THE STATES--AND I WAS BORED STIFF.

"Y'SEE, LADIES, ANY FOOL CAN KILL--I WANTED TO DO IT WITH *STYLE.*

"SO, I COMBINED MY GENIUS WITH DADDY'S FORTUNE AND CREATED *MURDERWORLD*--THE FIRST ASSASSINATION AMUSEMENT PARK.

"IT WAS AN INSTANT SUCCESS. BUT BEFORE LONG, I WAS BORED AGAIN. SURE, I'D BUILT MY DISNEYLAND OF DEATH.

KID CYBORG

"WHAT I NEEDED NOW WAS A FOE *WORTHY* OF IT--AND ME.

"THEN, ALONG CAME *MESSERS*. ROAK AND MORAN, MEMBERS OF THE EUROPEAN MAGGIA HEIRARCHY--OFFERING A CONTRACT ON AN ENGLISH SUPERHERO, *CAP'N BRITAIN.*

"I SAID YES, AND ENDED UP BAGGING TWO HEROES FOR THE PRICE OF ONE...

"... CAP AND--THE AMAZING *SPIDER-MAN!* IT WAS TRULY A FIGHT TO REMEMBER. THEY BEAT ME ON MY OWN TURF, FAIR-AN'-SQUARE. AND I LOVED EVERY MINUTE OF IT.*

*MTU #65-66. --ROGER.

"I WAS GETTING SET FOR A REMATCH WITH THE WALL-CRAWLER WHEN BLACK TOM CASSIDY AND CAIN MARKO--THE *JUGGERNAUT*-- MADE ME AN OFFER I COULDN'T REFUSE.

WELL, ARCADE--WHAT'S YOUR DECISION?

GENTLEMEN, AS OF RIGHT NOW, THE X-MEN ARE AS GOOD AS DEAD!

CAPTURING THEM TURNED OUT TO BE A CINCH. START TO FINISH, I CORRALLED THE ENTIRE TEAM--WITH YOU LOVELY LADIES AS AN UNEXPECTED BONUS--INSIDE OF AN HOUR.*

THEY NEVER KNEW WHAT HIT THEM.

*LAST ISSUE.--R.

I HAD HIGH HOPES FOR TONIGHT'S GAME -- AND, SO FAR, I'VE NOT BEEN DISAPPOINTED. BUT ENOUGH BABBLE.

IT'S TIME WE LOOKED IN ON OUR MERRY MUTANTS, TO CHECK UP ON HOW THEY'RE DOING--

"-- STARTING WITH ***CYCLOPS, WOLVERINE,*** AND..."

COLOSSUS, WHAT ARE YOU DOING?! WE'RE YOUR ***FRIENDS!***

I TOLD YOU, I AM COLOSSUS NO LONGER. I AM THE ***PROLETARIAN*** -- HERO OF THE SOVIET UNION!

YOU TURNED ME AGAINST MY MOTHERLAND, TRICKED ME INTO BETRAYING ALL I EVER LOVED OR BELIEVED IN! FOR THAT, YOU WILL ***PAY!***

YOU'RE ***CRAZY!*** YOU JOINED THE X-MEN THE SAME AS WE ALL DID -- OF YOUR OWN FREE WILL! IF YOU'VE BETRAYED ANYONE'S TRUST, BUB --

--YOU'VE BETRAYED ***OURS!***

I ALWAYS WONDERED IF MY ADAMANTIUM CLAWS WOULD CUT YOUR STEEL HIDE, RUSSKIE.

NOW I'M GONNA FIND -- ***URRRGH!***

I THINK NOT, LITTLE MADMAN.

COLOSSUS -- LET HIM GO! YOU'RE KILLING HIM!

OF COURSE! MY MISSION IS TO DESTROY THE X-MEN. HOWEVER, SINCE YOU WANT WOLVERINE SO BADLY, BY ALL MEANS HAVE HIM!

WHAT NOW?! WORDS AREN'T STOPPING PETER -- MY ONLY REAL CHANCE IS TO USE A FULL STRENGTH, TIGHT-BEAM OPTIC BLAST!

BUT THAT MUCH CONCENTRATED POWER COULD CRIPPLE HIM... OR WORSE.

DUMB--REAL DUMB. I SHOULD'A REMEMBERED THAT PETEY'S A LOT FASTER THAN HE LOOKS. I BETTER--*HEY!!*

THE WALL'S MOVIN'!

WOLVERINE!

HE HIT SOME KIND OF REVOLVING DOOR!

I'D BETTER GET AFTER HIM. LORD KNOWS WHAT SORT OF TRAPS ARE ON THE OTHER SIDE--AND IF I'M LUCKY, I'LL HAVE A CHANCE TO FIGURE OUT HOW TO DEAL WITH COLOSSUS.

TOO LATE! THE DOOR'S SEALED SHUT!

COMRADE--

--YOU CANNOT ESCAPE ME THAT EASILY.

NO! HE'S TOSSING ME THE LENGTH OF THIS CORRIDOR! I DON'T HAVE WOLVERINE'S UNBREAKABLE BONES--

--THE IMPACT WILL SPLATTER ME ALL OVER THE--

--WALL?

LENIN'S GHOST!

ANOTHER SECRET DOOR!

I HAVE FAILED. CYCLOPS AND WOLVERINE BOTH STILL LIVE. I...

...AM GLAD.

WHAT AM I SAYING?! THEY ARE ENEMIES OF THE STATE!

"COLONEL VASHIN OF THE KGB TOLD ME SO.* I REMEMBER... HIS VOICE, LIGHTS... BURNING THROUGH TO MY VERY SOUL...

*LAST ISSUE.--R.

... SHOWING ME WHERE MY DUTY LIES. I MUST FIND THE X-MEN--

--AND THIS TIME, I MUST NOT FAIL!

POOR SAP.

HE MUST HAVE SOME REAL, FUNDAMENTAL DOUBTS ABOUT BEING AN X-MAN FOR ME TO HAVE ***BRAINWASHED*** HIM SO QUICKLY AND COMPLETELY.

WHO TO LOOK IN ON NEXT, I WONDER? I KNOW--

TEK

"--STORM!"

I JUST BARELY MANAGED TO DEFLECT ARCADE'S LIGHTNING TRAP.

SOMEHOW, HE CAN MANIPULATE THE ENVIRONMENT IN THIS ROOM-- ARTIFICIALLY COUNTERING MY NATURAL ABILITY TO CONTROL THE ELEMENTS.

OH! HE'S CREATING A VICIOUS DOWN-DRAFT AGAIN!

IT'S TOO POWERFUL-- I CAN'T STAY AIRBORNE!

SPLASH

LAST TIME... I BELLY-FLOPPED LIKE THAT, I WAS A CHILD. I'D FORGOTTEN HOW MUCH IT HURT.

LANDING KNOCKED THE WIND OUT OF ME, TOO.

I HAVE TO GET BACK TO THE SURFACE.

WATER'S A MUCH HEAVIER MEDIUM THAN AIR-- IT'S MUCH HARDER FOR ME TO MANIPULATE. BUT AS SOON AS I CATCH MY BREATH, I'LL...

NO--oh, ***NO!*** THE WATER LEVEL'S RISEN ALMOST TO THE CEILING!

ANOTHER FEW INCHES, AND I'LL DROWN!

ELSEWHERE...

I'M GOING LIKE A ROCKET DOWN THIS CHUTE!

I HOPE THERE'S NOTHING IN THE WAY WHEN I HIT BOTTOM!

MADE IT-- BUJT WHERE?!

THIS ROOM IS SHAPED LIKE A GIANT CHROMIUM GOLDFISH BOWL. AND--!

NIGHT-CRAWLER!

HE'S ABOUT TO BE TOTALLED BY A RUNAWAY BUMPER-CAR WITH BUZZ-SAW ACCESSORIES!

SHKOW

SORRY, ARCADE-- NOT WHILE I CAN HELP IT!

KURT, ARE YOU OKAY? YOU'RE BLEEDING!

IT'S ONLY A SCRATCH. ONE OF THOSE MANIC DODGE-`EM CARS CAME A LITTLE TOO CLOSE FOR COMFORT.

IF I KNEW WHERE WE WERE, I'D TELEPORT OUT OF THIS *VERDAMMT* NIGHTMARE!

I'M AFRAID I CAN'T HELP YOU THERE, BUT AT LEAST ONE WORRY JUST BIT THE DUST. I ZAPPED THE CAR.

YOU MISUNDERSTAND, *MEIN FREUND*-- IT'S NOT "THE" CAR, IT'S "A" CAR. **LOOK!**

VV-RRAAAAM-AM

TILL NOW, THEY'VE BEEN COMING AFTER ME ONE AT A TIME.

OH, BROTHER! WELL, THEY'RE HUNTING IN A PACK NOW!

I TRULY LOVE MY "DEATH-RACE". MOSTLY, 'CAUSE THE SCREAMS I HEAR ARE REAL.

SO MUCH FOR CYCLOPS -- HOW ABOUT HIS PINT-SIZE PSYCHOPATHIC PARTNER?

"AHA! HE'S JOINED BANSHEE IN THE LATEST EPISODE OF ***BATTLESTARWARS: 1999!***"

WHAT THE FLAMIN'--?!

WOLVERINE-- ARE YE REAL, MAN?

REAL CONFUSED, IRISH!

I KNOW THE FEELIN'. WE'RE INSIDE A MONSTROUS HOLOGRAM, BUT SOME OF THOSE SHIPS ARE REAL, FIRIN' REAL LASERS!

IF ME THROAT WERE FULLY HEALED, I COULD USE ME SONIC SCREAM AS A RADAR, TO TELL WHICH WAS WHICH.

WITHOUT IT, THOUGH, I'M ***HELPLESS.***

I'M NOT!

HIT THE DECK!

CRIPES. WE ALL KNEW BANSHEE WAS HURTIN', BUT I DIDN'T FIGURE THE DAMAGE WAS THIS SERIOUS.

BE COOL, PAL.

I'LL GET US OUT.

I DON'T JUST "*SEE*" WITH MY EYES ALONE. I USE ALL MY SENSES.

AND HOLOGRAMS JUST DON'T CARRY A SCENT! YEAH, I THOUGHT THERE WAS A WALL HERE!

BINGO -- A MAINTENANCE TUNNEL! C'MON, BANSHEE, I THINK I FOUND US A WAY OUT!

RRRAKT

THEN AGAIN, I COULD BE WRONG.

GLORY!

CRETINS, THERE IS NO ESCAPE FROM MURDERWORLD!

MAGNETO AND THE HULK -- HOW'D *THEY* GET HERE?!

SORRY 'BOUT THIS, X-CHUMPS, BUT SPIDER-MAN ALREADY USED THAT PARTICULAR ROUTE -- AND ***NO ONE*** GETS TO FAKE OUT ARCADE THE SAME WAY TWICE.

TEK

MEANWHILE, IN WHAT COULD WELL BECOME A WATERY GRAVE...

I HAVE TO MOVE FAST -- BUT I MUSTN'T PANIC.

MUST REMEMBER MY TRAINING -- STAY IN CONTROL, STAY ALIVE!

FIRST, I'VE GOT TO DUMP MY CAPE AND BOOTS. I CAN'T AFFORD TO HAVE THEIR DRAG SLOW ME DOWN.

NOW -- SLOW, DEEP BREATHS, AS MANY AS I CAN GET.

LIKE A PEARL DIVER, I HAVE TO SATURATE MY LUNGS, MY BODY, WITH OXYGEN BEFORE I TAKE MY FINAL BREATH.

THAT'S IT -- EITHER I FIND AN EXIT IN THE NEXT FEW MINUTES, OR I DIE.

THE WATER HAS TO BE ENTERING THE ROOM THROUGH A PIPE OR VENT.

ALL I HAVE TO DO IS FOLLOW THIS FAINT CURRENT BACK TO ITS SOURCE...

...THERE!

I HAVE TO MANIFEST MY POWER AS *LIGHTNING*--

--AND SHOOT A SINGLE, CONTINUOUS BOLT DIRECTLY INTO THE PIPE WALLS. HOPEFULLY, THE ELECTRICAL ARC WILL MELT THE WELDS THAT SEAL IT TOGETHER, RUPTURING THE PIPE AND WASHING ME TO FREEDOM.

THE QUESTION IS, WHICH WILL GIVE OUT FIRST -- THE PIPE, OR MY LUNGS?

NOT THAT FAR AWAY...

THESE CARS ARE TOYING WITH US. AND THE WAY THEY'RE MOVING...

... NEITHER NIGHT-CRAWLER NOR I ARE GOING TO ELUDE THEM FOR LONG.

ARCADE'S HAD US ON THE DEFENSIVE SINCE HE CAPTURED US-- AND WE'VE BEEN GETTING CREAMED.

THAT HAS TO CHANGE.

NIGHT-CRAWLER... GET BE-HIND ME!

HE AIMS AND FIRES WITH BARELY A CONSCIOUS THOUGHT...

ZAP

ZACK

ZRAP

ZARP

ZOOP

ZORP

ZRAM

... TRUSTING TO A UNIQUE, INBORN TALENT FOR SPACIAL GEOMETRY-- HONED BY MONTHS OF PRACTICE IN THE DANGER ROOM-- THAT MAKES HIM AWARE OF THE POSITION OF EVERY CAR IN THE ROOM...

... AND TELLS HIM EXACTLY WHAT FIRING ANGLE WILL ENABLE HIM TO DESTROY THEM ALL WITH A SINGLE OPTIC BLAST.

CYCLOPS, HOW DID YOU--?

I HAVEN'T TRIED THAT STUNT IN AGES.

ZKOW

IT'S NICE TO KNOW THE OLD SKILLS HAVEN'T ATROPHIED.

PERFECT. MY FIRST SHOT TOOK CARE OF THE CARS-- MY SECOND MADE US AN INSTANT EXIT.

AFTER YOU, NIGHTCRAWLER.

DANKE. I THINK.

THIS IS SOME KIND OF MAINTENANCE TUNNEL-- LOOKS DESERTED, TOO.

I HATE TO SPLIT US UP, BUT WE'VE NO ALTERNATIVE.

YOU TAKE THE MAIN TUNNEL UP THERE--

--AND I'LL TAKE THIS BRANCH LINE. IF YOU FIND ANY OTHER X-MEN, TRY TO HELP THEM. IF YOU FIND ARCADE'S CONTROL CENTER...

I KNOW... TRASH IT!

TROUBLE, ARCADE.

STORM'S GENERATING MORE POWER THAN THE SYSTEM CAN ABSORB. WE CAN'T HOLD HER MUCH LONGER.

YOU NEEDN'T WORRY ABOUT THE GIRLS, ARCADE. I'VE... TAKEN CARE OF THEM.

PERMANENTLY, I HOPE. START A COMPUTER SEARCH PATTERN, MISS LOCKE-- I'VE LOST NIGHTCRAWLER AND CYCLOPS!

THE TUNNEL'S PROBABLY CRAMMED WITH SENSORS-- SOONER OR LATER, ARCADE'S BOUND TO FIND US.

I TRIED USIN' ME SONIC SCREAM ON THIS ROBOT MAGNETO, BUT THE PAIN WAS TOO GREAT. ME POWER'S... USELESS!

BUT IT'S --HM?! SOUNDS LIKE A FIGHT.

I BEEN WAITIN' MONTHS FOR A REMATCH WITH THE HULK! * TOO BAD YOU AIN'T THE REAL THING!

*SINCE HULK #181. --ROGER.

LOOK AT WOLVERINE GO! THAT BOY'S SO CRAZY, HE REMINDS ME OF ME!

FORGET ABOUT CYCLOPS, MISS LOCKE. ACCORDING TO MY MONITORS, HE JUST JOINED HIS CHUMS, MAKING HIS USUAL DRAMATIC ENTRANCE. JUST FIND NIGHTCRAWLER.

AS MY MUTANT BODY BECOMES MORE OR LESS *TRANSPARENT* IN THE SHADOWS, *HERR* ARCADE, FINDING ME IN THIS SHAFT COULD PROVE NIGH IMPOSSIBLE.

BUT WHY HIDE? IT'LL BE MORE FUN--

--TELEPORTING OUT HERE TO GO--

-- BOO!!

HOLY JUMPIN'-- YIKES!

SOMEBODY, ANY-BODY -- HELP!

STAY CALM, ARCADE. I'LL DEAL WITH HIM!

BAM

TO BE HONEST, *FRÄULEIN* LOCKE, I DON'T USUALLY MAKE A HABIT OF STRIKING THE BEAUTI-FUL WOMEN I MEET--

SOK

-- BUT I'VE A NEED FOR YOUR SOUPED-UP SHOTGUN.

I HOPE YOU DON'T MIND ME USING IT TO BLAST THIS PLACE TO SMITHEREENS!

BTHAM

CHAMBERS! THE GAS!

YES, SIR!

WAS IST--? ANOTHER MAN! IN MY HASTE, I MISSED HIM!

GOOD! NOW, MISS LOCKE, DO WITH NIGHTCRAWLER WHAT YOU DID WITH THE GIRLS!

AT THAT MOMENT, UNAWARE OF NIGHTCRAWLER'S FATE...

WOLVERINE'S DOING FINE ON HIS OWN, BUT BANSHEE'S IN TROUBLE.

SEAN, YOU OKAY?

AYE, CYCLOPS. FOR BETTER OR WORSE, I'LL LIVE.

WHAT GIVES?! I'VE NEVER HEARD SEAN SOUND SO DISPIRITED.

CYKE-- LISTEN. D'YE HEAR SOME-THIN'?

YEAH-- AND IT'S COMING THIS WAY.

LOOK OUT!

IN PART AT LEAST, STORM'S GAMBLE HAS FINALLY PAID OFF, HER LIGHTNING BOLTS SHATTERING NOT ONLY THE WATER PIPE...

... BUT THE WALLS OF HER CELL AS WELL, SENDING THOUSANDS OF GALLONS OF WATER CASCADING THROUGH MURDER-WORLD'S ENTIRE CORRIDOR SYSTEM.

AS THE DELUGE SUBSIDES...

STORM!

SHE'S UNCONSCIOUS-- BARELY BREATHING. IF I DON'T ACT FAST, SHE'LL DIE!

C'MON, ORORO, BREATHE! BREATHE!

FOR A LONG TIME-- TOO LONG, CYCLOPS FEARS-- NOTHING HAPPENS. AND THEN...

C-cy-≷kloff!≤

EASY, ORORO, DON'T TRY TO SPEAK.

DO YOU FEEL STRONG ENOUGH TO WALK?

IT IS TOO LATE FOR WALKING, COMRADE CYCLOPS-- OR RUNNING! I HAVE FOUND YOU AT LAST--

--AND THIS TIME YOU WILL NOT ESCAPE!

P-PETER?

PETER-- GLAD TO SEE YE, LAD. I WAS WORRIED SICK ABOUT YE.

BANSHEE-- STAY BACK! COLOSSUS HAS BEEN--

WHAM

YOU'RE OUT OF YOUR FLAMIN' GOURD, RUSSKIE!

BRAK

AGAIN YOU SEEK TO PLAY THE HERO, LITTLE MADMAN. AGAIN YOU PAY THE PRICE!

SCOTT... WHAT-- ?

HE SEEMS DETERMINED TO KILL US! ORORO'S TOO WEAK TO USE HER POWER, AND I'M HALF-DROWNED MYSELF-- CAN'T GENERATE AN OPTIC BLAST INTENSE ENOUGH TO EVEN SLOW PETER DOWN.

AHRRRHH!

PETER-- WHY?! WE ARE...YOUR FRIENDS!

YOU *LIE*, WOMAN-- AS CHARLES XAVIER LIED WHEN HE USED HIS CURSED MENTAL POWERS TO CLOUD MY REASON AND SUBVERT MY LOYALTY TO MOTHER RUSSIA!

HOW MY TREASON MUST HAVE HURT MY MOMMA AND POPPA AND MY LITTLE SISTER. I HAVE SHAMED MY FAMILY--AND MYSELF!

SOMEHOW, ARCADE'S BRAINWASHED PETER. WE HAVE TO TALK HIM OUT OF IT, WHILE WE'VE GOT THE CHANCE.

GOT TO BE CAREFUL, THOUGH... HE'S CHOKING US SLOWLY... A FLICK OF HIS WRIST COULD SNAP OUR NECKS!

COLOSSUS, REMEMBER WHERE YOU ARE. THIS IS MURDERWORLD -- EVERYTHING YOU'VE BEEN TOLD COMES FROM ARCADE!

PETER -- LISTEN... TO ME!

WHEN I WAS A LITTLE GIRL, I GREW UP ALONE -- NO FAMILY, NO REAL FRIENDS...

...THAT ALL CHANGED WHEN I JOINED THE X-MEN.

IT CHANGED FOR ALL OF US, PETER!

THE X-MEN IS MORE THAN JUST A SCHOOL FOR MUTANTS -- DEEP DOWN, YOU MUST KNOW THAT!

WE'RE... ALMOST LIKE A FAMILY, I GUESS.

SCOTT IS RIGHT, PETER... YOU ARE ALL MY FAMILY!

WE COULD NEVER LIE TO YOU... OR BETRAY YOU, PETER...

...WE *LOVE* YOU! DON'T YOU SEE, PETER? YOU ARE LIKE THE BROTHER I NEVER HAD!

ME? LIKE A BROTHER?

YES...YES, IT'S TRUE!

OH, MY FRIENDS! MY DEAR FRIENDS, CAN YOU EVER FORGIVE ME?!

Ah, WELL -- YOU CAN'T WIN THEM ALL!

TEK

... IT WAS SO EASY TO BELIEVE! ARCADE'S ROBOT PORTRAYED A REAL KGB COLONEL--A NATIONAL HERO, LIKE COSMONAUT GAGARIN OR YOUR NICHOLAS FURY--AND HIS ACCUSATIONS ECHOED MY OWN REAL DOUBTS ABOUT BEING AN X-MAN.

DOUBTS?!

HEY, WATCH IT--THE FLOOR!

AGAIN, BEFORE ANY OF THEM CAN REACT, THEY'RE CAUGHT AND SENT ON THEIR WAY.

FLOOOSH

AND COMPARED TO THIS RIDE...

...BOTH ARCADE'S GIANT PINBALL MACHINE AND THE FLOOD COULD ALMOST BE CONSIDERED FUN.

TUNNEL OF LOVE

FINALLY, AFTER WHAT SEEMS AN ETERNITY TO THE BRUISED AND BATTERED X-MEN, THEIR CRAMPED CAPSULE EASES TO A GENTLE STOP.

TICKETS 25¢

DAWN... IN A LONG-ABANDONED BRONX AMUSEMENT CENTER...

FOR A LONG MOMENT, THE METAL BALL BOBS LAZILY IN THE STILL WATERS. AND THEN...

SKRAMM

AM I DREAMING? WE ARE ON THE SURFACE, IN SOME SORT OF AMUSEMENT PARK!

HERE, ORORO, LET ME HELP YOU.

SCOTTY--BEHIND YE, MAN!

FUN

FIREWORKS?!

HOT DOG!

NO, IT'S THE GIRLS-- COLLEEN, BETSY AND AMANDA-- AND NIGHTCRAWLER! WRAPPED UP LIKE CHRISTMAS PACKAGES!

NIGHT-CRAWLER--?

I'M FINE, CYCLOPS--JUST CONFUSED.

CYKE, LOOK! THERE'S A NOTE PINNED TO HIS BACK!

HMM, ARCADE DOES SEEM TO HAVE A CRAZY SENSE OF HONOR. I THINK THE FIGHT'S OVER.

A

ROUND ONE TO YOU, X-MEN.

-'TIL NEXT TIME!

Arcade

NOT FOR ME IT AIN'T. ARCADE OWES ME FOR ALL THE LUMPS I'VE TAKEN TONIGHT, AN' I AIM TO COLLECT.

WOLVERINE-- THINK! DON'T TALK, JUST THINK.

THE NOTE-- IT'S DISINTEGRATIN'!

HOW ARE WE GOING TO FIND HIM?! IS MURDERWORLD BENEATH OUR FEET, OR A HUNDRED MILES AWAY?! THIS PARK IS PRIVATE PROPERTY. WE HAVE NO LEGAL RIGHT TO CONDUCT A SEARCH, NO AUTHORITY TO MAKE AN ARREST.

SO WHAT?! WHO'S TALKIN' ARRESTS?!

WOLVERINE, HE LET US ALL GO. WE CAN'T EVEN PROVE HE'S COMMITTED A CRIME!

IF WE TACKLE HIM NOW-- *WE'LL* PROBABLY BE THE ONES WHO GET BUSTED. SO LET'S QUIT WHILE WE'RE AHEAD.

YOU CALL THIS AHEAD? I DON'T LIKE LOSIN', BUB-- OR RUNNIN'.

NEITHER DO I-- BUT SOMETIMES, THERE'S NO OTHER WAY TO PLAY THE CARDS.

COTTON CANDY

AMUSEMENTS

ARCADE WANTED US DEAD. WE TRASHED HIS SET-UP AND FORCED HIM TO LET US GO. LIKE IT OR NOT, WE'LL HAVE TO BE CONTENT WITH THAT... THIS TIME!

X-MAIL

c/o MARVEL COMICS GROUP
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New York, New York 10022

ROGER STERN
EDITOR
JIM SALICRUP
ASSISTANT EDITOR

Dear Chris and John,

X-MEN #118, like all the other issues you two turn out, was perfect. John's fluid artwork coupled with Chris's brilliant characterizations gives the X-MEN a humane quality so lacking in other comics today. Perhaps what I enjoy the most about them is their closeness and friendship with each other despite their occasional bickerings. Friendship is one of the greatest attributes of mankind and it is so refreshing to see it exemplified through the X-Men. Moving along, my first reaction to Sunfire—what an egomaniac! I hope his having to be saved by the X-Men during the fight brought him down a peg or two. Also, I want to thank you for finally letting Nightcrawler get in on the action. I suspect he was becoming rather disenchanted with his role as shown by the dirty look he gave Cyclops on page 7 of X-MEN #115. Finally, I would like to place my nomination for best scene of the year. What else could it be but the scene where a rough, sometimes crude Wolverine meets a timid, gentle Mariko, and promptly loses his heart to her. Please let their friendship develop further and leave Jean to Scott. Wolverine needs the tenderness of Mariko, not the raging fury of Phoenix, to quell the bestial side of him. Also, could you please clear up the mystery surrounding Wolverine? Each issue brings the reader some new insight into his past and it would be nice if you would pull it all together.

Kathy Smith
Danvers, MA

Dear Marvel,

If not for your beautiful cover and dynamic artwork, I doubt if I would truly have enjoyed X-MEN #118. The plot had me terribly confused, trying to decide whether the firestorm had been caused by an earthquake (as stated by Wolverine) or by firebombing (as extrapolated by Matsunaga, Nightcrawler's sailor friend). Things moved too quickly and without reason; the X-Men are travelling to the Yashida ancestral mansion without helping any Japanese along the way, Sunfire pouncing on them as if they were fugitives, the Prime Minister wanting to talk to the X-Men but never getting around to it, all the X-Men wandering off in the mansion when they should've been trying to get home, and countless other things. You're lucky I let them pass by this month; I'm hoping there'll be a rational explanation next month, 'cause I don't feel like degrading my favorite comic now.

David C. Zimmermann
157 Lemay Gardens Ct.
St. Louis, MO 63125

Neither do we, David. To take your points in order: the firestorm was caused by the earthquake rupturing oil, gasoline and natural gas pipelines and storage tanks and then the contents of those tanks being ignited. A firestorm, by the way (for those of you who wondered why Storm couldn't put it out), is a monumental fire, so huge and powerful that it cannot by extinguished by normal means. Its core is literally a pillar of flame hundreds of feet tall, that turns the area around it into something akin to an open-air blast furnance. To combat such a holocaust, Storm would have had to create a typhoon over the city, which would itself have caused far more damage over a far greater area. Anyway, Chris thought he made it clear that the earthquake was responsible; guess he was wrong. Regarding the trek to Sunfire's house— page 7, panel 1, caption 1 mentions them being delayed again and again by their efforts to help local rescue teams; there just wasn't room to show it. Re: Sunfire's greeting—you'd probably be pretty antsy, too, if a madman had just made good on a threat to destroy St. Louis. Also, Scott *is* in conference with the Prime Minister on page 15. And, finally, why shouldn't the X-Men wander off and relax. In that kind of situation, one assumes they figured—or were told by Cyclops—to assume a low profile and stay out of people's way. All clear, Dave?

Sirs:

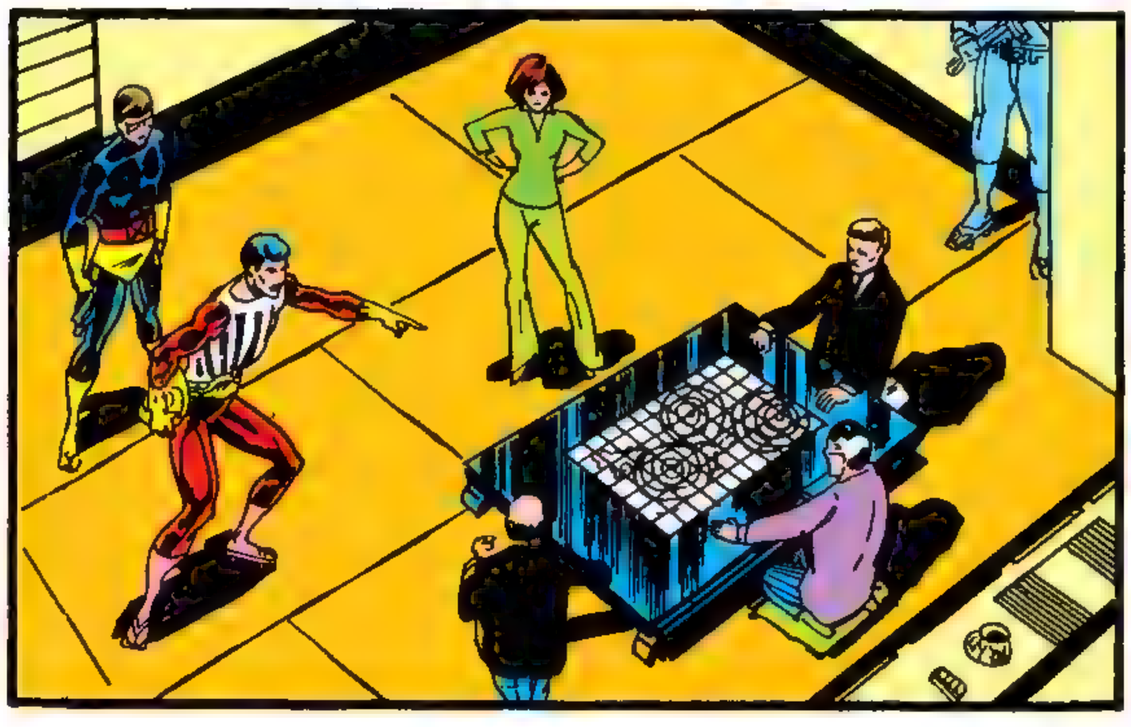
Bravo! Brenda Robinett's emotive letter deserves our support and was enough to wake me up, and give her mine! Jean Grey has been getting the short end of the stick lately, and I think you should either quit it or at least tell us what's going on!

More so than most Marvel characters, Jeanie has paid her share of dues—as Marvel Girl her telekinetic powers were often overtaxed, despite her being trained by Prof. X until her psi powers were close to his own. Her romance with Scott has given both of them years of emotional strain with few rewards. Finally, she's no mere 'Child of the Atom' anymore—she actually *gave her life* to save her fellow X-Men in the shuttlecraft! Her incredible powers seemed a fitting reward for this ultimate sacrifice—her miraculous rebirth is the source of her new identity, after all! Let's get into her head a little more.

I've been an X-MEN reader since #1, and while I can't deny that you're *the* leader in concept and artwork nowadays, I'd sure like to see Jean get her share of power and happiness—it's been long overdue. Give Phoenix her full potential without these "burnouts"! Her powers are new and versatile, if erratic. She's not just a slugger. Since the incident, her mental powers have multiplied to who-knows-what! PLEASE let her actualize this potential.

Ian Deeley
5th Special Forces
Ft. Bragg, NC 28307

We'll do our best, Ian. But along the way, we feel obliged to point out a misconception that seems to be causing no end of trouble for our readers. Time and again, we read and hear references to Scott and Jean's 14 year romance. If that were the case—assuming they were 18 and 17 years old respectively when they met—both of them would be in their early to middle thirties! However, as they *aren't* in their thirties, they can't possibly have been together 14 years. In fact, the rule of thumb used at Marvel is that it's been maybe five or six years since Xavier founded the X-Men, *if that*—which means that Jean and Scott have been together and in love for maybe three or four years. So, there are still a lot of things each has to learn about the other, and a lot of things that can go wrong. That's not to say that they will...but they might.



NEXT ISSUE: For those of you who may be wondering what the fuss is all about, we proudly re-introduce—in her considerable glory—*Phoenix!* Hang onto your hats, people, because the X-Men are about to be reunited—but first, Jean Grey, Moira MacTaggert, Lorna Dane, Alex Summers and Jamie Madrox have to discover: "THERE'S SOMETHING AWFUL ON MUIR ISLAND!"

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X-MEN™

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ALL NEW!

THE AWESOME ATTACK OF ARKON!

MILLER AND AUSTIN

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS--feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

IT'S A SUMMER SUNDAY MORNING IN MANHATTAN...

Byrne's DRAFTING EQUIPMENT

HEMBECK DELIVERIES

...AND, JUST AS THEY'VE DONE EVERY SUNDAY FOR THE PAST FORTY YEARS-- BARRING NEWSPAPER STRIKES AND VACATIONS-- ISADORE AND IRMAGARDE UHMAN ARE UP BEFORE DAWN, COLLECTING AND COLLATING THE SUNDAY PAPERS.

CHRIS CLAREMONT -WRITER * GEORGE PÉREZ & TERRY AUSTIN ARTISTS

TOM ORZECHOWSKI letterer
G. WEIN colorist
R. STERN editor
J. SHOOTER editor-in-chief

BOXING

WHAT'CHA GOT THERE, IZZY? ANYTHING INTERESTING?

DAILY BUGLE, DAILY NOOSE, AN'NA TIMES, TWO HUNDRED EACH.

YOU WANT INTERESTING, IMA, BETTER YOU SHOULD READ THOSE COMICKAL BOOKS.

HE BARELY GLANCES AT THE HEADLINES AS HE ADDS THIS LATEST BATCH TO AN ALREADY IMPRESSIVE STACK. IN FOUR DECADES--THREE WARS, 3 OR 4 RECESSIONS, ONE PRESIDENTIAL ABDICATION AND A MOONWALK-- IZZY UHMAN FIGURES HE'S SEEN JUST ABOUT EVERYTHING.

HE IS QUITE WRONG!

ISADORE!

A LIGHTNING BOLT!

BUT HOW?! THERE ISN'T A CLOUD IN THE SKY!

THE ELDRITCH BOLT EXPLODES UPWARDS FROM THE PAVEMENT, FILLING THE AIR WITH SMOKE AND A SHARP WHIPCRACK OF SOUND, LIKE THE THUNDER OF A GOD.

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A FIRE IN THE SKY!

AND WHEN THE SMOKE CLEARS...

...ARKON THE MAGNIFICENT WALKS THE STREETS OF NEW YORK ONCE MORE.

SO -- YET AGAIN, THE FATES HAVE BROUGHT ME TO THIS WORLD I HATE...

...BUT IN WHOSE ACCURSED HANDS LIES THE SURVIVAL OF MY OWN WORLD, AND OF ITS PEOPLE.

ISADORE, WHAT IS THIS?! WHO IS THIS?!?

HOW THE HECK SHOULD I KNOW?

HEY, MISTER, YOU ONE OF THE ***FANTASTICAL FOUR*** OR SOMETHIN'?

IMA, ***HUSH UP!*** WE DON'T WANT TO BOTHER THE MAN NOW, DO WE?!

SEE! HE'S WALKIN' AWAY. WE LEFT HIM ALONE -- HE LEFT US ALONE.

IZZY, SHOULDN'T WE CALL A POLICEMAN? I MEAN, SUPPOSE THIS FELLA HURTS SOMEONE.

I'LL CALL... I'LL CALL, ALREADY.

SOON AS I STOP SHAKING.

TWICE HAVE I JOURNEYED TO EARTH-- ONCE TO DESTROY, ONCE TO CONQUER. NOW, THOUGH IT SHRIVELS MY SOUL TO DO SO...

... I HAVE COME TO BEG.

WITH A LONG, RANGY STRIDE, ARKON MOVES ACROSS TO FIFTH AVENUE, AND THEN UPTOWN...

... TO A MANSION FAMOUS THROUGHOUT THE WORLD, EVER SINCE THE DAY IT BECAME THE HOME -- AND HEADQUARTERS --

-- OF THE MIGHTY AVENGERS!

INSIDE THAT VENERABLE TOWN-HOUSE, DESPITE THE EARLY HOUR, THE AVENGERS' BUTLER, **JARVIS**, IS ALREADY UP AND ABOUT.

GOODNESS, WHAT A WEEK! I HOPE THE NEXT IS LESS EVENTFUL!

THERE -- I'VE CHECKED THE EXTERNAL SCANNERS. ALL IS CLEAR... I CAN DE-ACTIVATE THE DEFENSE-SYSTEMS NOW --

-- AND SEE WHAT'S NEW WITH "***FUNKY WINKERBEAN***"!

GREETINGS, HUMAN.

I WOULD SPEAK WITH ONE OF YOUR MASTERS, THE AVENGER KNOWN AS ***THOR***, GOD OF THUNDER. IF YOU VALUE YOUR MANGY LIFE --

-- TAKE ME TO HIM WITHOUT DELAY.

WHO -- ?! WAIT! I RECOGNIZE YOU FROM THE FILES. YOU'RE -- ***ARKON!*** YOU... WANT TO SEE MASTER THOR? I'M AFRAID THAT'S NOT POSSIBLE, SIR. HE'S NOT HERE.

I HAVE COME A LONG WAY, LITTLE MAN...

... AND AM IN NO MOOD TO BE TRIFLED WITH.

P-PLEASE BELIEVE ME, Mr. ARKON, I'M TELLING YOU THE TRUTH. NONE OF THE AVENGERS ARE HE--

ARRGKH!

HAVE I COME SO FAR, ENDURED SO MUCH, ONLY TO FAIL?!

NO! YOU MUST SUMMON THE GOD OF THUNDER--AT ONCE! OR I'LL SNAP YOUR NECK AS I WOULD A ROTTED TWIG!

B-BUT I CAN'T! MASTER THOR IS NO LONGER A REGULAR, FULL-TIME AVENGER. HE IS ON A PERSONAL, PRIVATE MISSION. *

WE HAVE NO WAY OF CONTACTING HIM.

*FOR DETAILS, SEE THOR'S OWN MAG--ROG.

ARKON-- HOW FARES YOUR QUEST?

THOR WAS OUR ONLY HOPE, GRAND VIZIER. HE IS NOT HERE, AND I KNOW NOT HOW TO FIND HIM. OUR WORLD IS DOOMED.

NOT SO, MY LEIGE. THERE IS ONE OTHER EARTHLING WHOSE POWER MAY YET SAVE US. OPEN YOUR MIND...

... THAT MY POWER MAY LEAD YOU TO HER.

BUT HURRY, ARKON-- HURRY! TIME GROWS TERRIBLY SHORT!

I HEAR, GREY-BEARD. AND... I OBEY.

OOOHHHH...!

HE LEAVES AS QUICKLY, AS SILENTLY AS HE CAME FOLLOWING THIS SIREN-IMAGE IN HIS MIND NORTHWARD OUT OF THE CITY. HE DOES NOT KNOW THIS WOMAN'S NAME, BUT HE MEANS TO TAKE HER TO HIS WORLD--OR DIE TRYING.

② ROGUE IN THE HOUSE!

ELSEWHERE IN SUBURBAN WESTCHESTER COUNTY ON THIS FINE MORNING, NORMAL PEOPLE ARE ENJOYING THE PLEASURES OF THIS FABLED DAY OF REST.

THE UNCANNY X-MEN, HOWEVER, DON'T EVEN GET TO SLEEP LATE. HERE IN THE MANSE OF PROFESSOR CHARLES XAVIER, THE DAY-- LIKE *EVERY* DAY-- BEGINS WITH A STRENUOUS WORKOUT IN THE **DANGER ROOM.** *

THE PROBLEM IS A SIMPLE ONE THIS TIME, PEOPLE. ALL YOU HAVE TO DO IS TRASH THAT ROBOT.

NICE O' YOU TO GIVE US A HAND, CYCLOPS!

*AND THIS PARTICULAR DAY FALLS BETWEEN X-MEN #'s 124 & 125--ROG.

COLOSSUS NEEDS NO HELP, WOLVERINE. THIS MACHINE'S FIRE BLASTS CANNOT HURT MY ARMORED BODY--

--BUT I CAN EASILY HURT IT!

IT WOULD APPEAR THAT YOU WERE WRONG, *MEIN FREUND!*

NIGHTCRAWLER... STORM... LOOK OUT!

BY THE WHITE WOLF! THE ROBOT REFLECTED THE FULL FORCE OF MY BLOW BACK ON ME!

DID YE THINK OL' BANSHEE HAD SET UP AN EASY TEST, BOYO?

NOW, WHAT'D BE THE SENSE O' THAT?

COLOSSUS, RAW POWER ISN'T ALWAYS THE ANSWER. THINK BEFORE YOU STRIKE--TEMPER YOUR STRENGTH WITH YOUR INTELLIGENCE!

I KNOW HOW TO FIGHT, CYCLOPS.

YOU KNOW HOW TO SMASH. IF I WANTED THAT IN AN X-MAN, I'D HAVE HIRED THE *HULK!*

WELL, YE'D ALL BEST DO SOMETHIN'-- THAT ROBOT'S STILL ON ITS FEET!

AS ONE, THE X-MEN MOVE IN...

...WHILE, ABOVE THEM, IN THE CONTROL BOOTH, **BANSHEE** WATCHES -- AND ACTS.

INTERESTIN'. CYKE'S NOT GIVIN' ORDERS...

KLIK

...ONLY ADVICE. HE'S LETTIN' THE OTHERS OPERATE ON THEIR OWN. I HOPE HE KNOWS WHAT HE'S DOIN'!

AT THE TOUCH OF A BUTTON, HIGH-SPEED FANS SUDDENLY COME TO LIFE, TRAPPING STORM IN MID-AIR.

OH!

THESE FANS ARE CREATING A FREAK AIR EFFECT THAT COMPLETELY NEUTRALIZES MY ABILITY TO GLIDE. AND NO WIND I GENERATE SEEMS STRONG ENOUGH TO OVERCOME THEM AND PUSH ME FREE!

DON'T SWEAT IT, 'RORO -- I'LL HAVE YA OUTTA --

WHAT THE FLAMIN'--?

TENTACLES POPPIN' OUTTA THE FLOOR--

--DRAGGIN' ME AWAY FROM STORM!

IF I COULD ONLY GRAB HOLD OF SOMETHING I COULD PULL MYSELF OUT OF THIS. BUT THERE'S *NOTHING* WITHIN REACH!

I'M PERFECTLY BALANCED BETWEEN THESE TWO FANS -- AS HELPLESS AS A FLY IN A SPIDER-WEB!

STORM -- THERE'S NO NEED TO PANIC! CALM YOURSELF -- *RELAX* -- AND YOU CAN FIND A WAY OUT OF THAT TRAP!

NO GOOD -- SHE CAN'T HEAR ME. BANSHEE, SHUT DOWN THE DANGER ROOM! BEFORE IT'S --

TOO LATE.

LIGHTNING FLARES FROM STORM'S OUTSTRETCHED HANDS... SHATTERING HER PRISON IN THE BLINK OF AN EYE.

AND THEN, THINGS START TO GET OUT OF HAND.

GLORY!

IF I'D BEEN A FRACTION SLOWER, THAT FAN BLADE WOULD HAVE GIVEN ME A NEW PART IN ME HAIR!

SKASSH

Oh, NO! IT'S HIT THE MAIN COMPUTER!

THIS EXPLOSION DOESN'T SEEM LIKE MUCH COMPARED TO STORM'S LIGHTNING STRIKE...

... BUT ITS RESULTS ARE EQUALLY IMPRESSIVE, AS -- ALL AROUND THE X-MEN -- THE DANGER ROOM GOES MAD!

THE SYSTEM'S OUT OF CONTROL! IT'S HITTING US WITH EVERYTHING IT HAS--

--ALL AT ONCE AND ALL AT FULL POWER. IF WE CAN'T STOP THIS -- NOW -- SOMEONE'S GOING TO GET KILLED!

BANSHEE, PULL THE PLUG! SHUT DOWN THE DANGER ROOM!

I *CAN'T*, CYKE! THE CONTROLS ARE ALL SHOT TO BLAZES!

"YE'LL HAVE TO USE THE *EMERGENCY SWITCH*-- INSIDE THE ROOM ITSELF!"

IT'S ONLY TWENTY FEET AWAY-- BUT I'D HAVE A BETTER CHANCE OF SURVIVAL JOGGING BLINDFOLDED THROUGH A MINEFIELD.

AND IF THAT SWITCH GETS KNOCKED OUT OF COMMISSION BEFORE WE CAN GET TO IT-- WE'VE PRETTY MUCH HAD IT.

I APPRECIATE THE WORK-OUT, ROBOT, BUT IT IS TIME OUR BATTLE ENDED. SINCE I CANNOT DEFEAT YOU ALONE, I WILL GET SOME ASSISTANCE.

AS GOOD AS DONE, COLOSSUS.

HOLD STILL, WOLVERINE! I DON'T WANT MY OPTIC BLASTS TO HURT YOU.

VORP

THAT'LL BE THE DAY.

NOW, WOLVERINE-- A VARIATION ON OUR "FASTBALL SPECIAL!"

HATE TO DISAPPOINT YA, PETEY, BUT WOLVERINE DON'T CATCH--HE *CUTS!*

CYCLOPS, CAN YOU FREE WOLVERINE?

I THROW-- AND YOU WILL CATCH, *DA?*

ADAMANTIUM CLAWS FLASH FASTER THAN THE EYE CAN FOLLOW--AND ONE MORE TRAINING ROBOT BITES THE DUST.

CYCLOPS, I AM SORRY! I DID NOT MEAN TO--!

LATER, STORM. WHAT'S IMPORTANT NOW IS GETTING TO THAT CUT-OFF SWITCH!

THE OTHERS ARE GETTING CHEWED UP ON THE FLOOR. AND WITH ALL THIS CLUTTER IN THE AIR, I DON'T DARE TRY *TELEPORTING*...

...BUT I CAN USE MY WALL-CRAWLING TALENTS TO FIND AN ALTERNATIVE-- SAFER-- ROUTE TO THAT *VERDAMMT* SWITCH.

NO! THE WALL'S PRODUCING AN OIL SLICK-- AND THE WIND BLAST FROM BEHIND-- IS PUSHING ME ACROSS THE WALL-- *UNNNGNH!*

THUD

SLOOP

ONLY NIGHTCRAWLER COULD FALL UP INTO THE CEILING. IF THINGS WERE NOT SO DESPERATE, I WOULD LAUGH.

HE LOOKS STUNNED-- I MUST CATCH HIM!

SOON...

I LEFT HIM IN A CORNER, AS SAFE AS ANY OF US ARE IN THIS MADHOUSE.

I MUST REACH THE CONTROLS. SURELY NOTHING IN THE DANGER ROOM CAN HARM MY ARMORED FORM.

LENIN'S GHOST!

PERHAPS THE ROOM'S DEVICES CANNOT HURT THE RUSSIAN X-MAN--

--BUT THEY CAN TURN HIS MASSIVE, ORGANIC STEEL BODY AGAINST HIS FRIENDS.

KANG

X-MEN-- *SCATTER!* HE'S COMING THIS WAY!

KCHOOM

HEY, THIS IS MY KIND'A ROUGH-HOUSE, BOSS.

WE SHOULD DO IT MORE OFTEN.

IT FIGURES. WE'RE ALL ABOUT TO BE PULVERIZED, AND WOLVERINE'S HAVING THE TIME OF HIS LIFE.

BUT EVEN *HE* CAN'T KEEP UP THIS PACE FOREVER.

"THERE'S THE SWITCH, BUT I'M *FARTHER* AWAY FROM IT THAN EVER! ONLY ONE THING I CAN DO."

I COULDN'T TRY THIS STUNT BEFORE -- THE FIRING ANGLE WAS TOO EXTREME. IT'S RISKY. I'VE GOT TO STRIKE WITH ABSOLUTE PIN-POINT ACCURACY--

ZAP

--AND JUST THE RIGHT AMOUNT OF PRESSURE.

STORM! CLIMB-- NOW!

AT THE SPEED OF LIGHT, CYCLOPS' MUTANT OPTIC BLASTS FLASH FROM HIS EYES TO THE CONTROL UNIT, AND...

WHAT--?! OH!?!

TEK

THE SUDDEN SILENCE TAKES EVERYONE BY SURPRISE. IT'S QUITE A WHILE BEFORE ANY OF THEM RECOVER ENOUGH TO EVEN SPEAK, BUT THEN...

ACH-- MY ACHING HEAD! AM I DEAD? IS THIS PURGATORY?

NO, *TOVARISCH* KURT-- MERELY THE DANGER ROOM.

ARE YOU ALL RIGHT, CYCLOPS?

I THINK SO. HOW ABOUT THE REST OF YOU?

I WAS JOKING, PETER.

Oh.

I AM UNHURT.

ME, I'M MIFFED. I WAS JUST HITTIN' MY STRIDE. I DON'T GET MUCH OPPORTUNITY TO CUT LOOSE LIKE THAT-- IT FELT PRETTY GOOD.

BANSHEE!
SEAN, ARE YOU--?!
I'M FINE, KURT-- JUST A LITTLE SINGED. SAINTS-- WHAT A MESS!
WHAT NOW, SCOTT?
WELL... MAKE SURE ALL THE FIRES ARE OUT, THE SYSTEMS SHUT DOWN-- AND THEN... EVERYONE TAKE THE REST OF THE DAY OFF.
THE CLEAN-UP CAN WAIT TILL TOMORROW.
IF YOU HAVE NO OBJECTIONS, CYCLOPS, I'LL JOIN YOU LATER. RIGHT NOW, I'D PREFER TO BE ALONE.
ORORO...?
PETER, HELP BANSHEE, OKAY? I'LL HANDLE THIS.

STORM-- ORORO-- WAIT UP A MINUTE!
IF YOU WISH TO YELL AT ME FOR WHAT HAPPENED, SCOTT-- PLEASE DON'T. I KNOW WHAT I DID WRONG. I KNOW MY ACTIONS ALMOST DESTROYED US ALL.

CLENCHING HIS EYES TIGHTLY SHUT TO HOLD IN HIS NEAR-IRRESISTIBLE EYE-BEAMS, CYCLOPS SWIFTLY REPLACES HIS VISOR WITH RUBY QUARTZ GLASSES -- THE CRIMSON LENSES BEING THE SOLE SUBSTANCE ABLE TO CONTAIN HIS OPTIC POWER.

YELL, ORORO? I JUST WANT TO TALK.
YOU PANICKED-- WHY? YOUR CLAUSTROPHOBIA?
A LITTLE. PERHAPS.
SCOTT, HAVE YOU EVER QUESTIONED YOUR BEING AN X-MAN? IS THIS THE LIFE YOU DREAMED OF WHEN YOU WERE YOUNG?
NOT QUITE.
I WAS HAPPY IN KENYA. I USED MY POWERS TO HELP PEOPLE.
AS AN X-MAN, ALL I EVER SEEM TO DO IS FIGHT.
OUR SKILLS ARE NEEDED.
NEEDED SO MUCH THAT WE MUST FOREVER DENY OURSELVES NORMAL LIVES?
I... DON'T KNOW.

I WISH I HAD SOME EASY ANSWERS FOR YOU, ORORO-- FOR BOTH OF US. JUST THE SAME, I'D LIKE TO HELP. IF SOMETHING TROUBLES YOU, PLEASE, COME TO ME. TELL ME ABOUT IT. DON'T HOLD IT IN.
"BELIEVE ME, I KNOW THAT DOESN'T WORK. WE'RE A TEAM. IF WE DON'T TRUST EACH OTHER, DEPEND ON EACH OTHER-- IN ALL THINGS-- WE'RE FINISHED."

AT THE TOP OF THE HOUSE, IN THE ATTIC ORORO REMODELED AND TURNED INTO HER ROOM...

SCOTT IS FULL OF SURPRISES. HE'S MORE CONFIDENT THESE DAYS, MORE OPEN TO THE X-MEN...

...MORE AWARE OF OUR FEELINGS.

I LIKE THE CHANGE.

I LOVE MY FELLOW X-MEN -- BUT, SOMETIMES, I DO NOT LIKE BEING AN X-MAN.

LIFE WAS SIMPLER IN MY AFRICAN HOME -- AND SANER.

HELLO, MY LITTLE ONES. HOW ARE WE TODAY?

SHE IS THE ONE!

SOFTLY, MUSICALLY, SHE TALKS TO HER PLANTS -- HER COMMUNION WITH THESE GROWING THINGS CHEERING HER, AND EASING THE ACHE IN HER HEART.

ODD -- THERE'S A SUDDEN STIR IN THE AIR. IT'S COOLER, TOO. BUT HOW -- ?! MY SKYLIGHTS ARE CLOSED AND LOCKED.

WHO -- OH!?!

BE SILENT, EARTHER, AND YOU WILL NOT BE HURT. I AM ARKON, AND YOU ARE COMING WITH ME.

NO!!

THE MINIATURE HURRICANE ERUPTS AT STORM'S MENTAL COMMAND, STRANGELY LEAVING HER PLANTS UNTOUCHED AS ITS IRRESISTABLE WINDS HURL ARKON THE LENGTH OF THE ROOM.

WHILE, DOWNSTAIRS...

I WISH PROFESSOR XAVIER WAS HERE--OR JEAN WAS STILL ALIVE* THEY'D BE BETTER ABLE TO HELP STORM THAN I.

I'VE GOT A LOT OF NERVE GIVING HER ADVICE. I BARELY UNDERSTAND THE INSIDE OF MY OWN HEAD.

BRUFORD

Ooooo

LISTEN TO THE THUNDER. ORORO MUST BE WATERIN' HER PLANTS.

*AS PREVIOUSLY MENTIONED, THIS STORY TAKES PLACE BEFORE X-MEN #125. OUR HEROES STILL MISTAKENLY BELIEVE JEAN GREY AND HANK McCOY--THE BEAST--DIED IN X-MEN #113--R.S.

I'VE NEVER HEARD IT THIS LOUD BEFORE. I'D BETTER GET UP THERE AND HAVE HER SCALE THINGS DOWN...

...BEFORE HER SQUALL DAMAGES THE HOUSE.

AYE. THEN COME JOIN ME IN A CUP O' TEA, SCOTTY.

I'LL WARN YOU ONCE, STRIPLING!

MY MISSION IS URGENT--MY NEED, DESPERATE. GET IN MY WAY, AND YOU'LL PAY THE PRICE IN BLOOD!

ARKON--YOU'RE *ARKON!*

WHO?!?

SMASH

GOOD LORD!

I SAW HIM ON TV, YEARS AGO. HE CAME TO DESTROY THE EARTH--

--BUT THE *AVENGERS* STOPPED HIM!

* AVENGERS #'S 75-76--ROG.

I DON'T KNOW WHY YOU'VE COME BACK, MISTER, OR WHAT YOU WANT WITH THE *X-MEN*--

--BUT I'LL BE MORE THAN HAPPY TO GIVE YOU THE WELCOME YOU DESERVE!

ZARK

SPLASH

!?!

WHAT?! WHO--?!

GIVE ME YOUR HAND, COMRADE, AND I WILL PULL-- eh?!

COLOSSUS-- ARMOR UP!

THIS CLOWN'S AN INTRUDER! I THINK HE MAY HAVE ATTACKED STORM. TAKE HIM!

ALL IT TAKES IS A THOUGHT...

...AND RAW ENERGY CORRUSCATES AROUND AND THROUGH PETER RASPUTIN'S BODY...

...TRANSFORM-ING FLESH AND BONE...

...INTO NEAR-INVULNERABLE METAL.

ANOTHER SUPER-POWERED YOUTH! BY THE GODS, I'VE STUMBLED INTO A NEST OF THEM!

BUT, THOUGH I FACE ONE FOE, OR ONE HUNDRED, IT MAKES NO DIFFERENCE--

--ARKON WILL VANQUISH YOU ALL!

KRAK

NYET!

WHAMM

WHAT A BLOW! IT SEEMS I'VE MY WORK CUT OUT FOR ME THIS DAY.

I WOULD NOT WISH IT OTHERWISE.

THE X-MEN ARE SIX TO YOUR ONE, ARKON-- LAY DOWN YOUR WEAPONS. THERE IS NO NEED FOR A FIGHT. WE CAN TALK!

ARKON ANSWERS TO ***NO ONE***, LEAST OF ALL A WOMAN.

BE CAREFUL, MY FRIENDS. I ONLY PULLED MY PUNCH A LITTLE, YET THE STRANGER IS UNHURT. HE IS NO ORDINARY MAN.

I AM NO "*MAN*" AT ALL, GIANT-- I AM AN *IMPERION!*

THE ARMORED ONE--COLOSSUS--IS MY MOST POWERFUL OPPONENT, AND THEREBY THE MOST DANGEROUS. I MUST DEAL WITH HIM FIRST.

HIS RED LIGHTNING BOLT IS COMING TOO QUICKLY TO DODGE-- *ARRRGH!!*

MY SHIELD! YOUR CLAWS SMASHED IT! BUT--THAT'S IMPOSSIBLE!

BUB, IF YA THINK THIS WAS SOME-THIN'--

TRAK

--WAIT'LL YOU SEE WHAT THEY DO TO YOU!

DUCK, WOLVERINE! ARKON'S PULLING ANOTHER LIGHT-NING BOLT!

AHHRRRR

I ZAPPED ARKON'S LIGHTNING BOLT -- BUT THE ENERGY BACKLASH DIDN'T EVEN *FAZE* HIM!

URRRH!

GET HIM, CYKE! I CAN'T HOLD HIM FOR LONG!

MISANTHROPIC FOOL -- YOU CANNOT HOLD ME *AT ALL!*

KZAM

WATCH IT!

ENOUGH, IMPERION! YOU AREN'T THE ONLY ONE WHO CAN HURL LIGHTNING BOLTS. EITHER *SURRENDER*, OR--!

I'VE HAD A TASTE OF YOUR POWER, WOMAN. IT IS CONSIDERABLE.

THAT MAKES YOU ALL THE MORE *VALUABLE* TO ME!

ARKON'S AIM IS AS TRUE AS HIS ARM IS STRONG. HIS THROW IS PERFECT.

ONE INSTANT, STORM IS THERE.

THE NEXT, SHE ISN'T.

ORORO!

IT'S AS IF A GREAT, YAWNING PIT HAS SUDDENLY OPENED IN FIVE HEARTS. THIS TERRIFYING TURN OF EVENTS NUMBS THEIR SOULS WITH A GRIEF THAT TRANSCENDS PAIN...

... AND FILLS THEIR BODIES WITH A **RAGE** THAT DEFIES DESCRIPTION.

MURDERER!

THAT RAGE WILL NOT BE **DENIED.**

BAMF

WHAT?! THE MONSTROUS ONE VANISHED BEFORE MY EYES!

NOT "*VANISHED*" -- TELEPORTED! I CAN HIT YOU FROM ALL SIDES, WITHOUT EVEN TAKING A STEP.

WE HAVE DONE YOU NO HARM, BUTCHER, YET YOU ATTACKED WITHOUT WARNING, SLEW WITHOUT MERCY.

AS YOU HAVE DONE TO US--

--SO SHALL THE X-MEN DO TO YOU!

A SIMPLE FLICK OF THE WRIST SENDS ARKON TUMBLING FIFTY YARDS THROUGH THE AIR AND INTO THE POOL.

THE IMPACT WOULD HAVE FLATTENED AN AVERAGE MAN. ARKON IS MERELY... STUNNED.

I'VE NEVER SEEN COLOSSUS SO ANGRY-- AN' I FEEL THE SAME. ONLY, WITH ME SONIC POWERS GONE, * I CAN'T DO A BLESSED THING TO HELP.

*DUE TO INJURIES SUFFERED IN X-MEN #119-- *DOC STERN.*

--BUT I AM FAR FROM BEATEN! I--

Sacred rings of fire!

I HATE TO DISAPPOINT YOU, X-MEN--

KRAK

Geez.

THAT DID THE TRICK, COLOSSUS--HE'S DOWN. HE CAN'T HURT US ANYMORE, PETER. LET HIM BE.

ARKON'S BONES MUST BE NEARLY AS STRONG AS YOURS, WOLVERINE. NOTHING'S BROKEN. AND HE'S CONSCIOUS.

NOT FOR LONG.

DO YOUR WORST, HUMAN. I HAVE DONE MY DUTY TO MY PEOPLE AND MY WORLD.

I AM PREPARED TO DIE.

WHY DID YOU COME HERE, ARKON? WHY ATTACK THE X-MEN? WHAT DID YOU WANT WITH STORM?!

SAVE YOUR QUESTIONS, EARTHER, I WILL NOT ANSWER. AND YOU HAVE NOT THE POWER TO FORCE ME.

Oh, NO? YOU'VE A MINUTE TO CHANGE YOUR MIND--BEFORE I LEAVE YOU TO WOLVERINE'S TENDER MERCIES.

BAH! YOU ARE BLUFFING! I HAVE FACED YOUR KIND--AND YOUR COWARD'S CODE OF ETHICS--BEFORE! YOU WILL NOT HARM A FALLEN FOE.

SAY THAT IN FIFTY SECONDS, BUB... IF YOU'RE ABLE.

IT IS A BLUFF, ISN'T IT, CYKE?

OF COURSE.

DOES WOLVERINE KNOW THAT?

WATCH IT, WOLVERINE. DON'T HURT HIM. YET.

NIGHTCRAWLER, LET ME SEE ARKON'S QUIVER OF LIGHTNING BOLTS.

AN IDEA, CYCLOPS?

MAYBE. THE TV NEWSTAPE I REMEMBERED...

...SHOWED ARKON HURLING A GOLDEN BOLT AT SOME ATOMIC SCIENTISTS. THEY DISAPPEARED.

HE THREW RED AND BLACK BOLTS AT US, BUT THE ONLY GOLDEN BOLT HE THREW WAS AT STORM.

AND *SHE* DISAPPEARED.

ACCORDING TO THE AVENGERS, THOSE PHYSICISTS HAD BEEN TELEPORTED TO ARKON'S WORLD. PERHAPS THE SAME THING HAPPENED TO STORM.

CARE TO COMMENT, ARKON?

NO? WELL, I THINK STORM IS ALIVE.

AND WE'RE GOING AFTER HER. BANSHEE, HOLD THE FORT. IF WE HAVEN'T RETURNED BY MORNING, NOTIFY THE AVENGERS AND THE F.F.!

I WISH I WAS GOIN' WITH YE, SCOTT.

SO DO I.

CROSS YOUR FINGERS, 'CAUSE I REALLY DON'T KNOW...

... IF THIS IS GOING TO WORK.

3

LAND OF SHADOW--
DAWN OF DEATH!

CYKE... IT WORKED.

I SURE HOPE WHOEVER'S IN CHARGE HERE SPEAKS ENGLISH.

I'M CYCLOPS, LEADER OF THE X-MEN. ARKON, YOUR IMPERION, IS OUR PRISONER!

WE'LL EXCHANGE HIM FOR THE WOMAN YOU KIDNAPPED! A LIFE FOR A LIFE -- NOW!

VIZIER, WHAT ARE WE TO DO?

WHAT WE MUST, WARLORD. THE EARTHLING FEMALE IS OUR SALVATION. WE CANNOT GIVE HER UP.

AND YOU WILL NOT GIVE HER UP, GREYBEARD! HEAR ME, AND OBEY!

WARRIORS -- ATTACK!

YOU LOUSY--!

⇒GNNNGNH!⇐

ALL ACROSS THE VAST THRONE CHAMBER, BATTLE CRIES ERUPT FROM THE THROATS OF MEN BORN AND BRED TO THE ARTS OF WAR.

OKAY, CREW, IF THESE GUYS WANT A FIGHT--

--LET'S GIVE 'EM ONE THEY'LL NEVER FORGET.

BAMF

THESE THREE EARTHERS FACE DREADFUL ODDS, VIZIER. BUT SO DID THE AVENGERS, AND THEY DEFEATED THE CREAM OF THE IMPERION'S GUARD.

YOU'D BEST GET TO THE TEMPLE...

...AND COMPLETE YOUR SPELLS AS QUICKLY AS POSSIBLE.

I WILL DO MY BEST, OLD FRIEND.

DO WHAT YOU MUST, VIZIER -- SO LONG AS YOU SUCCEED.

"OTHERWISE -- SHOULD YOU FAIL -- OUR WORLD WILL BE A CHARNAL PIT ERE THE YEAR IS OUT, OUR PROUD RACE NO MORE THAN A MEMORY."

SWORD IN HAND, THE WARLORD RETURNS TO THE FRAY--

--WHILE THE VIZIER RUSHES DOWN AN ANCIENT, SECRET CORRIDOR THAT WILL TAKE HIM OUT OF ARKON'S PALACE...

...UNAWARE THAT HE IS BEING FOLLOWED!

MEANWHILE...

HEADS UP, TROOPS -- I THINK I JUST FOUND THE EXIT.

ABOUT TIME, WOLVERINE.

I'D BETTER BUY US SOME RUNNING ROOM. THAT BIG PILLAR SEEMS TO BE THE ONLY SUPPORT FOR THIS SECTION OF THE ROOF. IF I CAN SMASH IT...

... BINGO!

MOVE IT, YOU TWO!

I BARELY PULLED THAT STUNT OFF. AT THE RATE I'VE BEEN USING MY OPTIC BLASTS, IT WON'T BE LONG BEFORE THEY'RE SO WEAK I WON'T BE ABLE TO HURT A FLY.

WARRIORS-- BACK! THE ROOF IS CAVING IN!

I PICKED UP A FAINT SCENT, BOSS. STORM CAME THIS WAY.

GOOD, WOLVERINE. BETWEEN YOU AND NIGHTCRAWLER...

...WE SHOULD BE ABLE TO FIND HER.

DAMAGE IS EXTENSIVE, IMPERION, BUT CASUALTIES ARE REMARKABLY LIGHT.

AYE, WARLORD. THE X-MEN--ALL, THAT IS, SAVE WOLVERINE -- DO NOT BELIEVE IN KILLING.

CYCLOPS PLACED HIS SHOT WELL, CURSE HIM. THIS WAY IS COMPLETELY BLOCKED.

WE'LL HAVE TO USE THE SECRET PASSAGES, MILORD.

THAT WILL TAKE TOO LONG!

DO NOT WORRY, IMPERION. THEY WON'T GET FAR.

"AND FOR ALL THEIR POWERS, CAN EVEN THE X-MEN STAND AGAINST AN ARMY?!"

I'VE HEARD OF "OUT OF THE FRYING PAN" BUT THIS IS RIDICULOUS.

THE MORE, THE MERRIER, BOSS.

IN THE NAME OF OUR IMPERION-- AND FOR THE SAKE OF GENERATIONS YET UNBORN--

--DESTROY THEM!

ONCE MORE, BATTLE IS JOINED, THE RESULTANT CONFLAGRATION LIGHTING UP THE SKY FOR MILES AROUND.

I HAD HOPED IT WOULD NOT COME TO THIS, THAT WE COULD HAVE GAINED THE AID WE NEEDED WITHOUT RESORTING TO VIOLENCE.

BUT OURS ARE NOT THE WAYS OF PEACE. THAT IS OUR PRIDE--AND OUR DAMNATION.

I THOUGHT I'D BE USED TO THE DARKNESS BY NOW, BUT STILL IT TERRIFIES ME.

THE EARTHERS CALL IT... "NIGHT," AND ACCEPT IT AS PART OF THE NATURAL ORDER OF THINGS.

I HATE IT.

I YEARN FOR OUR ETERNAL, ALL-EMBRACING LIGHT.

I DIDN'T WANT TO LEAVE THE OTHERS--

--EVEN THOUGH I KNOW I'M NOT MUCH GOOD IN THAT KIND OF KING-SIZE DONNYBROOK. BUT CYKE SAID I HAD THE BEST CHANCE OF FINDING STORM.

I JUST HOPE I DID THE RIGHT THING BY STALKING THROUGH THE SHADOWS AFTER THIS OLD MAN.

HE'S HEADING FOR SOME KIND OF MOUNTAIN-TOP *FORTRESS*.

SASHIA, IS ALL IN READINESS?

VIZIER! WE SAW THE FIRES IN THE CITY -- WHAT'S HAPPENING?

THE X-MEN HAVE COME TO RESCUE THEIR FRIEND. PREPARED OR NOT, WE MUST BEGIN AT ONCE!

I UNDERSTAND, MILORD. I WILL TAKE YOU TO HER.

HAS SHE GIVEN YOU ANY TROUBLE?

NONE. SHE ACCEPTS HER FATE WITH THE COURAGE OF AN IMPERION.

MY TEACHER-- MUST SHE DIE?

I FEAR SO.

=?!?=

NOT IF NIGHTCRAWLER CAN HELP IT, *MEIN HERR.*

I DON'T SEE MANY GUARDS ABOUT...

... GETTING ORORO OUT OF HERE SHOULD BE --*VAS?!*

IT - IT CAN'T BE! STORM?!

"WHAT HAVE THEY DONE TO HER?!"

CHILD, IT IS TIME.

AS YOU WISH, VIZIER. DO NOT BE AFRAID -- I WILL DO WHAT MUST BE DONE.

THOUGH... IT WILL MOST LIKELY COST YOUR *LIFE?*

IT IS *MY* LIFE TO GIVE.

HOW... HOW CAN WE EVER THANK YOU?

IF YOU AND YOUR PEOPLE LIVE, VIZIER -- THAT WILL BE THANKS ENOUGH.

I'M HEARING THINGS!

STORM'S HELPING HER CAPTORS, NOT RESISTING AT ALL!

BUT WHY?!?

BA MF

NO TIME TO GET BACK TO THE OTHERS ON FOOT.

WHATEVER THESE PEOPLE HAVE PLANNED, IT SOUNDS LIKE THEY'RE ABOUT TO START.

I'LL HAVE TO FIND ANOTHER WAY TO TELL THE X-MEN WHERE STORM IS.

HER CAPE SHOULD DO THE TRICK BEAUTIFULLY.

WITH LUCK, THE ELEMENT OF SURPRISE, PLUS ORORO'S FEAR OF CONFINEMENT, SHOULD PRODUCE A PRETTY SPECTACULAR REACTION!

≥OH!!≤

SHARIA-- SUMMON WARRIORS!

WHOEVER YOU ARE-- AWAY!

≥WHUNGH!≤

NIGHTCRAWLER! OH, NO--**NO!!**

AND, IN THE FORECOURT OF ARKON'S PALACE...

THAT LIGHTNIN' BOLT! HEADS UP, YOU GUYS! I THINK I JUST SPOTTED WHERE THESE BOZOS ARE HOLDIN' STORM!

ALL WE GOTTA DO NOW IS ***GET*** THERE.

CONSIDER IT DONE, LITTLE COMRADE.

HUH?! WAY TO GO, COLOSSUS!

COLOSSUS, YOU'RE A MARVEL! WHERE'D YOU FIND THIS PINT-SIZED DRAGON, ANYWAY?

A TROOP OF FLYING CAVALRY ATTACKED ME. I MERELY BORROWED THIS BEAST FROM THEIR COMMANDER.

SPANG

HEY-- WAIT FOR ME!

THAT PRETTY MUCH FINISHES MY OPTIC BLASTS. NEVER FELT SO COMPLETELY DRAINED...

THERE'S NO SUN IN THE SKY-- NO SOLAR ENERGY TO REPLENISH MY EYE-BEAMS.

CYKE, YOU OKAY? THAT LAST ZAP LOOKED PRETTY--!

HOLY--!

YOU GUYS-- LOOK AT THAT FORTRESS! AM I FREAKIN' OUT -- ?!

"OR IS THAT 'RORO WHISTLIN' UP THAT LIGHTNIN' STORM ?!"

GO BACK, MY FRIENDS! OR YOU MAY BE HARMED! THIS TEMPEST IS ALMOST OUT OF MY CONTROL!

CYCLOPS, IT LOOKS VERY DANGEROUS. WHAT SHOULD WE DO?

LAND.

STORM -- WE'VE COME TO TAKE YOU HOME!

NO, CYCLOPS. I HAVE PLEDGED MY WORD TO THESE PEOPLE. I WILL NOT LEAVE.

BETTER TALK FAST, BOSS -- HERE COMES THE "*WELCOME WAGON,*" AND THEY DON'T LOOK TOO PLEASED TO SEE US.

ORORO, WHY?

I CANNOT EXPLAIN--THERE IS NO TIME!

PLEASE TRUST ME, CYCLOPS, AND GO!

NOT WITHOUT YOU, BABE.

SNIKT

NO!!

ARKON!

IF YOU TAKE HER, X-MEN -- KNOW ALSO THAT YOU CONDEMN MY WORLD, MY PEOPLE, TO DEATH!

I'VE GOT TO SOUND CASUAL, BLUFF ARKON INTO BELIEVING WE'RE STILL AT PEAK STRENGTH, THAT WE CAN HANDLE ANYTHING HE THROWS AGAINST US.

OH? IF YOU WANT OUR HELP, IMPERION, GIVE US A REASON.

VERY... WELL.

"THIS WORLD IS NOT YOURS, X-MAN. OUR LIGHT COMES NOT FROM A SINGLE CELESTIAL SOURCE -- SUCH AS YOUR SUN --

"-- BUT FROM A HUGE ENERGY RING ORBITING THIS PLANET. WE HAVE EVER LIVED IN THE LIGHT OF THAT ETERNAL DAY.

BUT THEN -- AS OUR MOST ANCIENT PROPHECIES HAD FORETOLD -- THE RINGS BEGAN TO DISINTEGRATE. WITHIN A YEAR, THEY WERE NO MORE.

"AND, FOR THE FIRST TIME SINCE CREATION, MY WARRIOR RACE LIVED IN DARKNESS. WE FACED RACIAL EXTINCTION.

"BUT THEN, MY VIZIER DISCOVERED A WAY TO SAVE US -- A WAY THAT REQUIRED THE DESTRUCTION OF YOUR WORLD.

"THE AVENGERS MADE THAT ACT UNNECESSARY WHEN IRON MAN CREATED A DEVICE THAT -- WHEN CHARGED WITH LIGHTNING SUMMONED BY THOR, GOD OF THUNDER --

"-- RESTORED OUR LIFE-GIVING ENERGY RINGS. *

*A SOMEWHAT ABBREVIATED RECAP OF THE EVENTS OF *AVENGERS* #'S 75 & 76 -- ROG.

"FOR A TIME, ALL WAS AS BEFORE -- UNTIL, WEEKS AGO, WITHOUT WARNING, WE WERE ONCE AGAIN PLUNGED INTO DARKNESS. IRON MAN'S MACHINE HAD INEXPLICABLY FAILED.

"ALTHOUGH MY VIZIER MANAGED TO REPAIR IT, WE COULD NOT RECHARGE THE DEVICE. THAT, IT SEEMED, REQUIRED THE POWER OF A GOD."

WORSE, THE VIZIER LEARNED THAT IF THE FIRE RINGS ARE NOT RE-ENERGIZED WITHIN A SPECIFIC TIME -- A TIME THAT IS ALMOST UP -- THEY WILL DECAY BEYOND A POINT OF NO RETURN.

ORIGINALLY, I SOUGHT OUT THOR. BUT HE PROVED UNAVAILABLE...

SO YOU CHOSE STORM INSTEAD.

PERHAPS I SHOULD HAVE ASKED FOR YOUR AID, BUT THAT IS NOT AN IMPERION'S WAY.

AND I COULD NOT RISK BEING REFUSED. OUR NEED FOR STORM IS IMPERATIVE.

CYCLOPS, I'VE FOUND NIGHT-CRAWLER. HE IS ALL RIGHT.

GOOD.

HERE IS THE DEVICE, IMPERION.

WOLVERINE, KURT-- TAKE A LOOK AT IT.

SEE IF YOU CAN RE-SET THAT GADGET SO IT'LL ABSORB OPTIC BLASTS INSTEAD OF LIGHTNING.

CYKE, I'M A TINKERER-- SOPHISTICATED ELECTRONICS WORK IS WAY OUTTA MY LEAGUE.

I KNOW, BUT THERE'S NO ONE ELSE WHO CAN DO IT.

BEAUTIFUL. IF THIS SUCKER BLOWS UP IN YER FACE, SUMMERS, DON'T SAY I DIDN'T WARN YA.

ALONE, STORM, I DON'T THINK YOU CAN SUCCEED-- THIS COULD KILL YOU! BUT TOGETHER, YOU AND I MIGHT JUST PULL IT OFF!

UNGLAÜBLICH-- WHOEVER BUILT THIS WAS A GENIUS.

OH, YEAH?! IF HE WAS SO HOT, HOW COME IT BROKE?

COLOSSUS, YOU ACT AS A GROUND, SO NONE OF STORM'S POWER IS WASTED.

WHEN YOU'RE READY, STORM--

--SUMMON THE LIGHTNING.

GO FOR BROKE. CALL DOWN AS MUCH AS YOU CAN STAND, AND HOLD IT WITHIN YOU AS LONG AS POSSIBLE.

I...

...WILL...

...TRY!

MINUTES PASS...

LORD, THEY'RE BOTH GLOWING LIKE HUMAN STARS--AND THE HEAT'S MELTING THE PLATFORM BENEATH THEM. I'VE WAITED AS LONG AS I DARE.

STORM-- NOW!!

LIGHTNING LEAPS FROM STORM'S OUTSTRETCHED HANDS, AND TRY AS HE MIGHT, CYCLOPS CANNOT HOLD BACK A SCREAM --

--AS HIS MUTANT METABOLISM DESPERATELY TRIES TO ABSORB THIS RAW ENERGY AND CONVERT IT INTO THE POWER BEHIND HIS OPTIC BLASTS.

YEAARRRGH!!

HE IS IN AGONY-- YET HE STILL STANDS!

NEVER HAVE I BEHELD SUCH COURAGE.

BUT CYCLOPS' SYSTEM IS GENETICALLY GEARED TO ABSORB SOLAR ENERGY-- NOT LIGHTNING. IT'S LIKE A HIGH-PERFORMANCE ENGINE PRIMED FOR HIGH-OCTANE PREMIUM GAS SUDDENLY FORCED TO RUN ON LOW-OCTANE REGULAR. IT RUNS ROUGH; IT MAY EVEN EXPLODE. THE SAME HOLDS FOR CYCLOPS.

BLAST! MY FINGERS WON'T FIT THROUGH THE ACCESS PANELS.

QUIT GRIPIN', 'CRAWLER!

JUST TELL ME WHAT TA DO-- AN' PROVE BANSHEE WASN'T WASTIN' HIS TIME TEACHIN' YOU ELECTRONICS.

THIS IS REAL DELICATE WORK -- I CAN'T AFFORD A SINGLE MISTAKE -- BUT I GOTTA WORK FAST, TOO.

OKAY -- WHAT'S NEXT?!

WOLVERINE, NIGHTCRAWLER-- HURRY!

CAN'T... HOLD OUT... MUCH... LONGER!

WOLVERINE, THAT'S IT! WE'RE DONE!

THEN, GET TO COVER-- WHILE I START THE FIREWORKS!

CYKE-- LET 'ER RIP!

IT'S SAID THE EYES ARE THE WINDOWS TO THE SOUL. IF SO, WHAT DOES THAT SAY OF THE SOUL OF SCOTT SUMMERS...

... AS A BEAM OF PURE WHITE LIGHT-- LEACHED OF ALL ITS NORMAL RUBY COLOR BY THE AWESOME POWER IT MANIFESTS--

--CROSSES THE FEW FEET OF SPACE SEPARATING CYCLOPS FROM THE DEVICE, ESTABLISHING THE FINAL LINK IN THIS ARCANE CIRCUIT.

STORM CALLS DOWN MORE LIGHTNING-- GREATER AND GREATER BOLTS--

--THE ENERGY FLOWING FROM HER TO CYCLOPS, FROM HIM TO THE MACHINE...

... UNTIL FLESH AND BONE AND STEEL AND STONE CAN STAND NO MORE!

THE X-MEN, THE TEMPLE, THE MOUNTAIN-- ALL DISAPPEAR WITHIN A GIANT CONE OF FIRE.

FROM THAT CONE, A SECOND ENERGY BEAM-- SO POWERFUL THAT CYCLOPS' HERCULEAN EFFORT PALES TO INSIGNIFICANCE IN COMPARISON--

--RIPS UP THROUGH THE ATMOSPHERE.

AND LIKE A LINE OF FALLING DOMINOS...

... FIRST ONE ENERGY SPHERE, AND THEN ANOTHER -- AND ANOTHER AND ANOTHER -- FLARE ONCE MORE TO LIFE.

WARLORD, THE RING OF FIRE -- IT BURNS!

PRAISE BE-TO THE GODS! WE HAVE LIGHT!

"OUR WORLD WILL *LIVE!!*"

THE FIRST FLOOD OF JUBILATION QUICKLY PASSES, HOWEVER, TO BE REPLACED BY DREAD.

WE'VE SEARCHED THE PALACE AND THE CITY, WARLORD! THERE'S NO SIGN OF ARKON OR THE OUTWORLDERS!

THEN THEY MUST STILL BE AT THE TEMPLE!

TRUE, OUR WORLD -- OUR RACE -- HAS BEEN SAVED. BUT AT WHAT COST?!?

LET US PRAY, WARRIORS, THAT OUR IMPERION IS...

...UNHARMED.

THE MOUNTAIN -- IT IS NO MORE!

FOR AS FAR AS THE EYE CAN SEE, ALL IS DESOLATION. NOTHING MOVES, NO SOUND DISTURBS THE ABSOLUTE QUIET.

OH, ARKON, MY LORD IMPERION...

...WOULD THAT I HAD DIED IN YOUR PLACE!

BY ALL THAT'S HOLY!

A... GENEROUS OFFER... OLD FRIEND...

...BUT ALSO -- THANKFULLY -- QUITE UN-NECESSARY.

ARKON -- YOU *LIVE!*

SO MY ACHES TELL ME.

WARLORD, THE OUT-WORLDERS ARE ALIVE, AS WELL! AND THE VIZIER, AND HIS RETAINERS!

IT IS A *MIRACLE!*

IN A WAY, IT IS A MIRACLE. THE FIRE CONE HAD ACTED LIKE A GIGANTIC WHIRL-WIND OF ENERGY...

... DESTROYING THE TEMPLE MOUNTAIN...

...WHILE SPARING THE TEMPLE ITSELF -- WHICH STOOD IN THE PRETERNATURALLY CALM EYE OF THAT COSMIC MAËLSTROM -- AND ALL WITHIN. SO, SOME TIME LATER...

... AFTER THE TRADITIONAL ROUND OF FEASTS AND ROYAL CELEBRATIONS...

MY PEOPLE -- HEAR AND HEED THE WORDS OF YOUR IMPERION!

THANKS TO THE X-MEN -- WE STILL LIVE!

NO HONOR, NO REWARD, CAN DO THEM JUSTICE. THEY HAVE ARKON'S UNDYING GRATITUDE, HIS FRIENDSHIP, AND HIS LOYALTY! SHOULD THEY E'ER NEED OUR HELP -- AS WE HAVE NEEDED THEIRS -- THEY HAVE BUT TO ASK!

I'M AFRAID IT'S TIME WE WERE GOING, ARKON. WE HAVE FRIENDS AT HOME WHO'LL BE WORRIED IF WE DON'T RETURN SOON.

I UNDERSTAND. I WISH YOU WOULD RECONSIDER AND STAY. WITH WARRIORS SUCH AS YOU BY MY SIDE, WE COULD CONQUER A UNIVERSE!

SORRY, ARKON, BUT CONQUEST REALLY ISN'T IN THE X-MEN'S LINE OF WORK.

Oh, I DON'T KNOW, SCOTT.

WOULDN'T YOU LIKE TO BE THE FIRST BARBARIAN TO WEAR HORN-RIM GLASSES??

AS YOU WISH, X-MEN!

MY *DIMENSIONAL TRANSPORT BOLTS* BROUGHT YOU TO MY WORLD.

SO SHALL THEY SEND YOU HOME AGAIN.

IT'S A GREAT PITY, THOUGH, THAT YOU REFUSED MY OFFER.

IT WOULD HAVE BEEN A GLORIOUS WAR!

FAREWELL, MY FRIENDS. UNTIL WE MEET AGAIN!

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THE UNCANNY
X-MEN
TM
THE DRAMATIC RETURN OF
PHOENIX!
Cockrum/Austin
THE MYSTERY OF
MUIR ISLAND!
THE PERILS OF THE
DANGER ROOM!
--ALL THIS AND
MORE!
(WE GUARANTEE IT!)

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS--feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: # THE UNCANNY X-MEN! ™

CHRIS CLAREMONT AUTHOR * JOHN BYRNE PENCILER * TERRY AUSTIN INKER | ORZECHOWSKI, letterer GLYNIS WEIN, colorist | ROGER STERN EDITOR * JIM SHOOTER EDITOR-IN-CHIEF

THERE'S SOMETHING AWFUL on MUIR ISLAND!
ONCE UPON A TIME, THERE WAS A YOUNG WOMAN NAMED JEAN GREY-- A MUTANT TELEPATH/ TELEKINETIC, AND ONE OF THE FOUNDING MEMBERS OF THE UNCANNY X-MEN.
NOW, SHE IS phoenix.
AND FOR HER, FOR THOSE SHE LOVES AND WHO LOVE HER--AND PERHAPS FOR THE ENTIRE WORLD --NOTHING WILL EVER BE THE SAME AGAIN.

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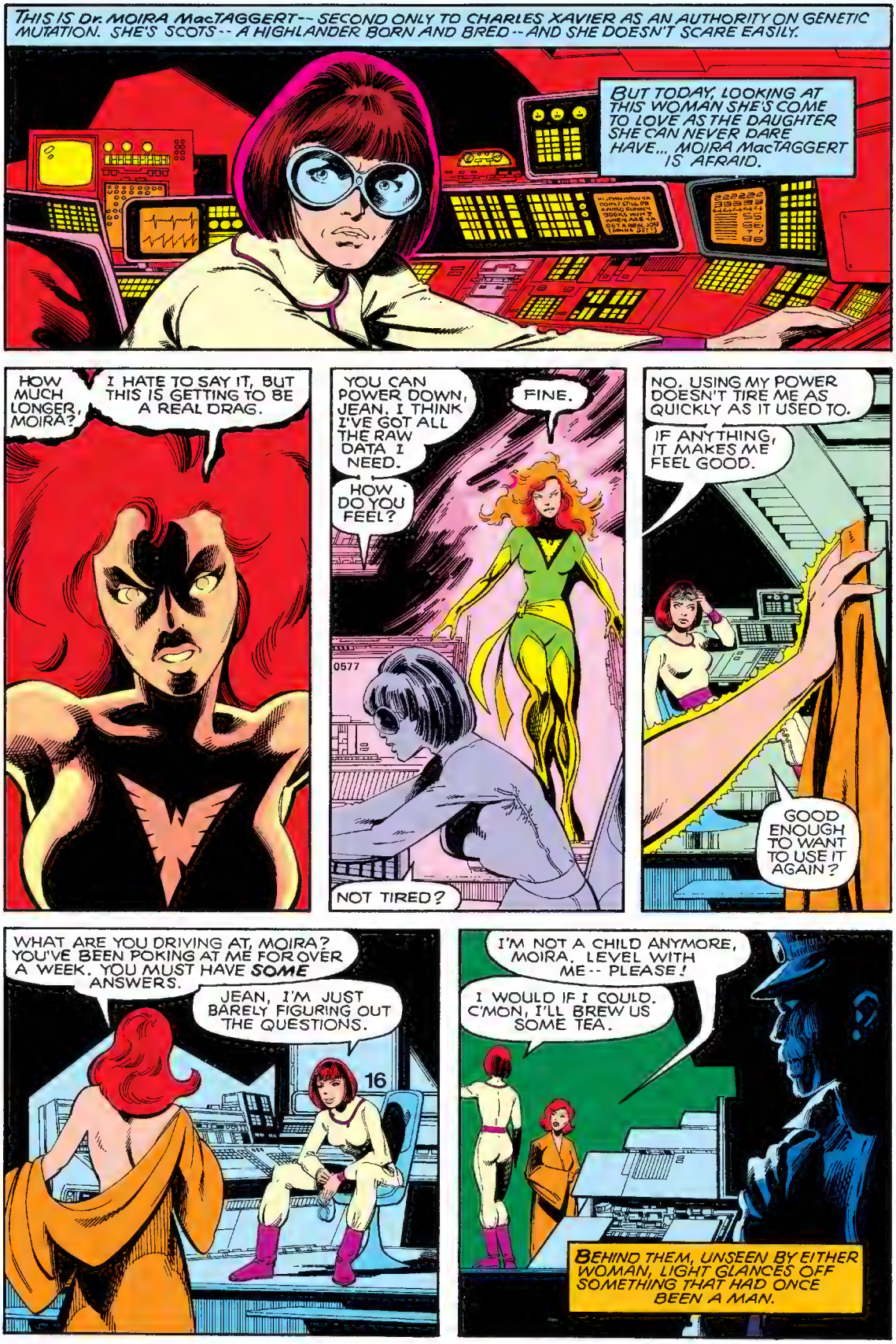
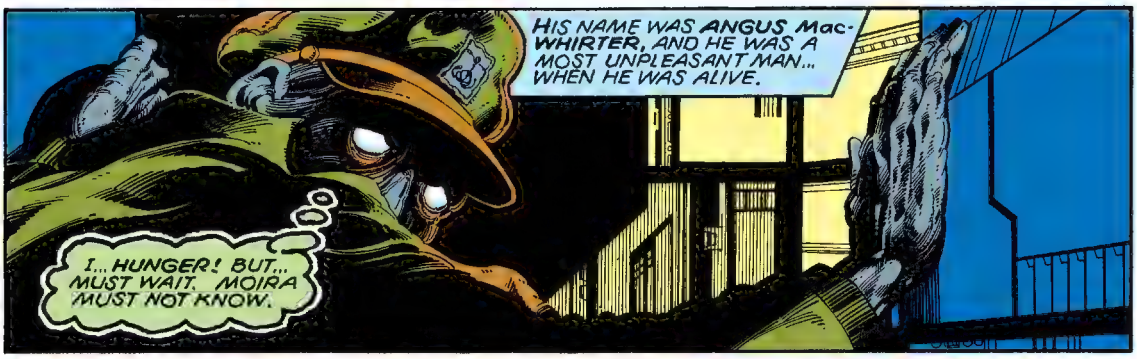
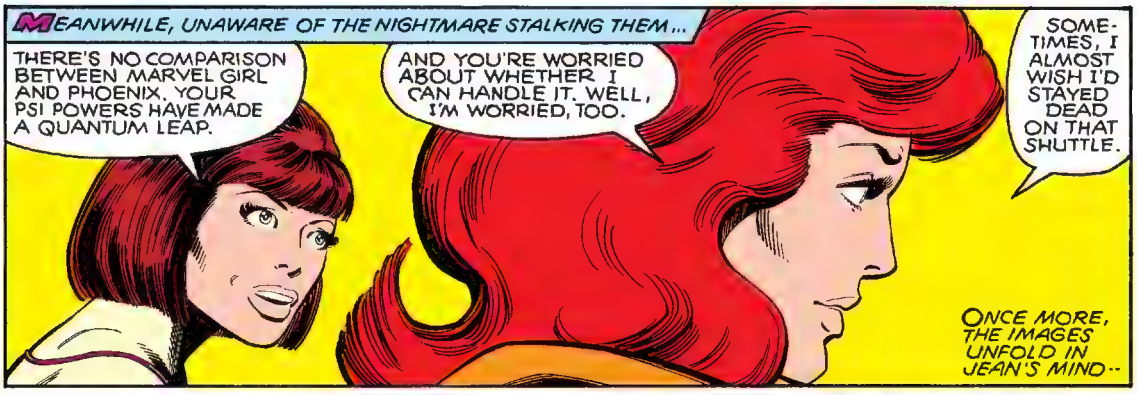
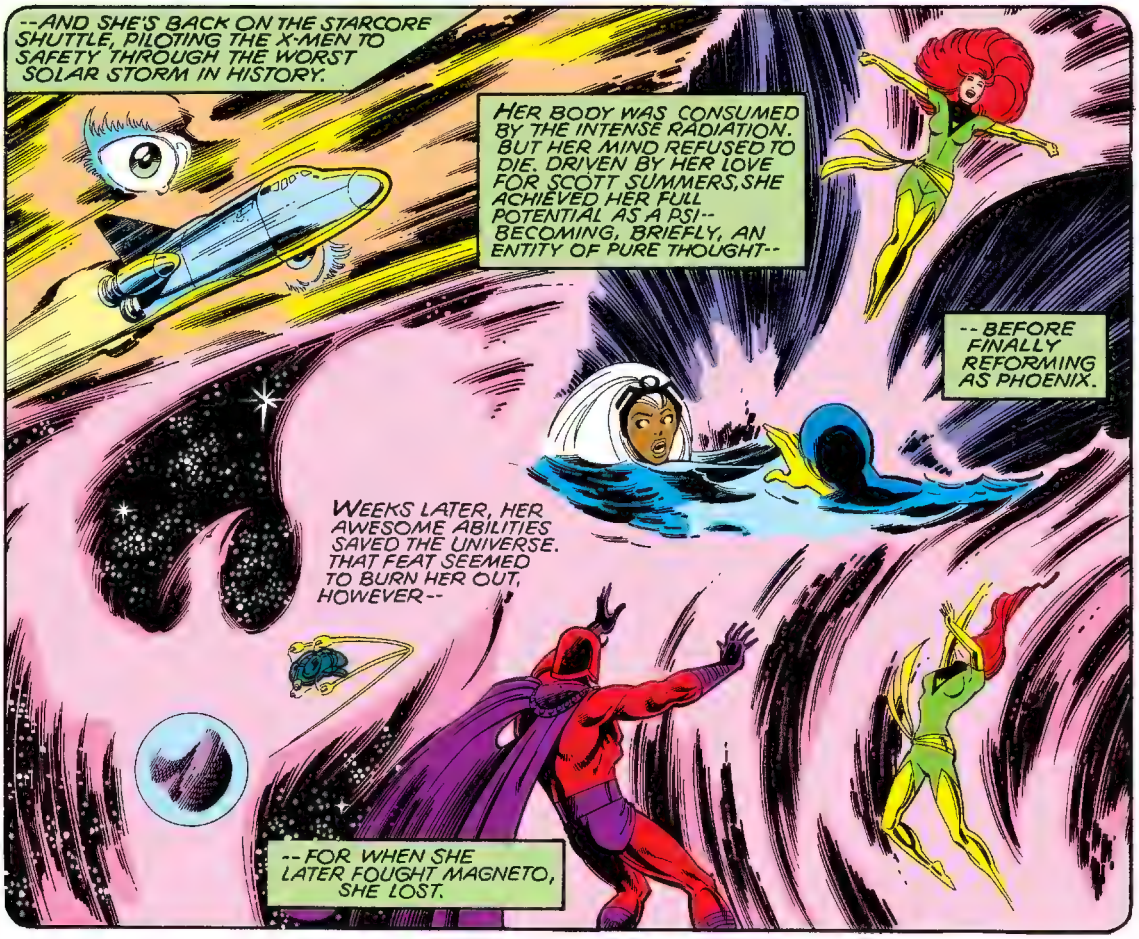
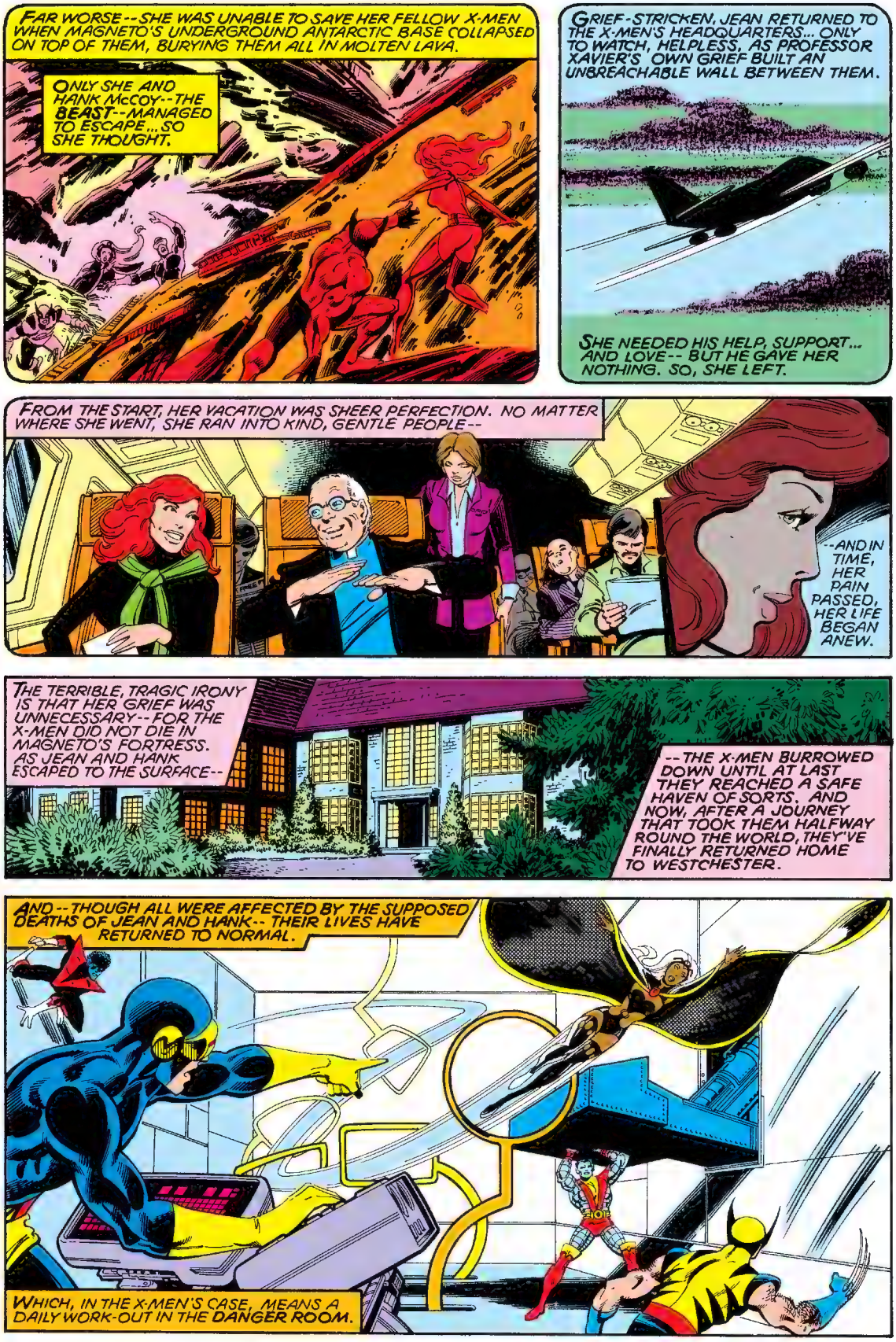
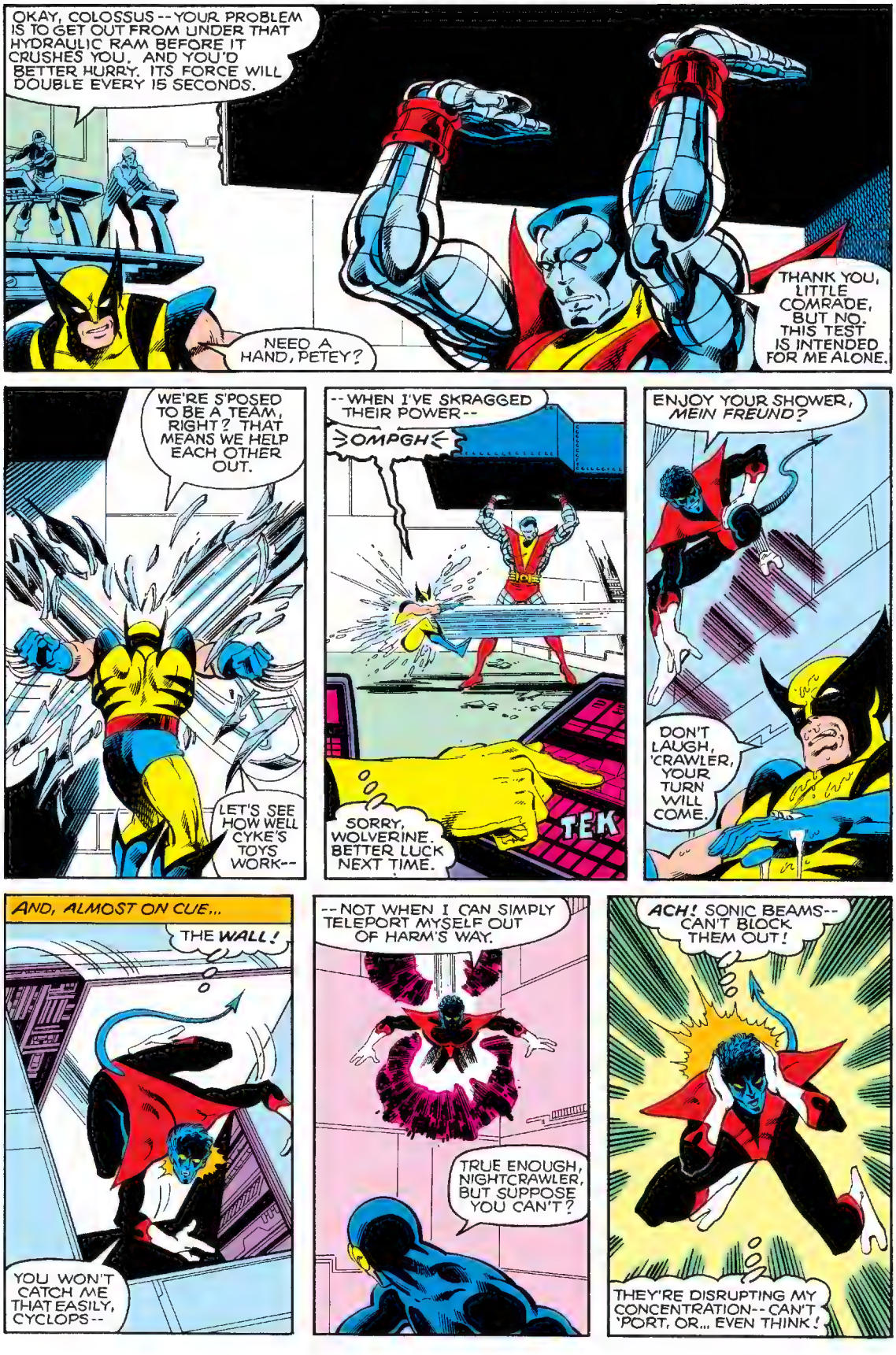

THIS IS Dr. MOIRA MacTAGGERT-- SECOND ONLY TO CHARLES XAVIER AS AN AUTHORITY ON GENETIC MUTATION. SHE'S SCOTS-- A HIGHLANDER BORN AND BRED-- AND SHE DOESN'T SCARE EASILY.
BUT TODAY, LOOKING AT THIS WOMAN SHE'S COME TO LOVE AS THE DAUGHTER SHE CAN NEVER DARE HAVE... MOIRA MacTAGGERT IS AFRAID.
HOW MUCH LONGER, MOIRA?
I HATE TO SAY IT, BUT THIS IS GETTING TO BE A REAL DRAG.
YOU CAN POWER DOWN, JEAN. I THINK I'VE GOT ALL THE RAW DATA I NEED.
FINE.
HOW DO YOU FEEL?
NOT TIRED?
NO. USING MY POWER DOESN'T TIRE ME AS QUICKLY AS IT USED TO.
IF ANYTHING, IT MAKES ME FEEL GOOD.
GOOD ENOUGH TO WANT TO USE IT AGAIN?
WHAT ARE YOU DRIVING AT, MOIRA? YOU'VE BEEN POKING AT ME FOR OVER A WEEK. YOU MUST HAVE SOME ANSWERS.
JEAN, I'M JUST BARELY FIGURING OUT THE QUESTIONS.
16
I'M NOT A CHILD ANYMORE, MOIRA. LEVEL WITH ME-- PLEASE!
I WOULD IF I COULD. C'MON, I'LL BREW US SOME TEA.
BEHIND THEM, UNSEEN BY EITHER WOMAN, LIGHT GLANCES OFF SOMETHING THAT HAD ONCE BEEN A MAN.


HIS NAME WAS ANGUS MacWHIRTER, AND HE WAS A MOST UNPLEASANT MAN... WHEN HE WAS ALIVE.
I... HUNGER! BUT... MUST WAIT. MOIRA MUST NOT KNOW.

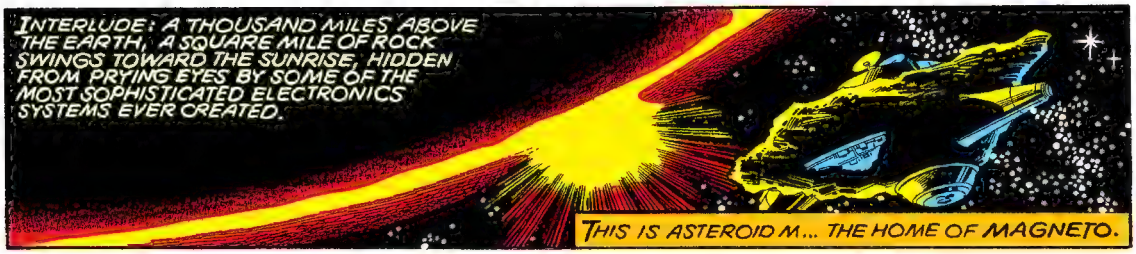

MEANWHILE, UNAWARE OF THE NIGHTMARE STALKING THEM...
THERE'S NO COMPARISON BETWEEN MARVEL GIRL AND PHOENIX. YOUR PSI POWERS HAVE MADE A QUANTUM LEAP.
AND YOU'RE WORRIED ABOUT WHETHER I CAN HANDLE IT. WELL, I'M WORRIED, TOO.
SOMETIMES, I ALMOST WISH I'D STAYED DEAD ON THAT SHUTTLE.
ONCE MORE, THE IMAGES UNFOLD IN JEAN'S MIND--

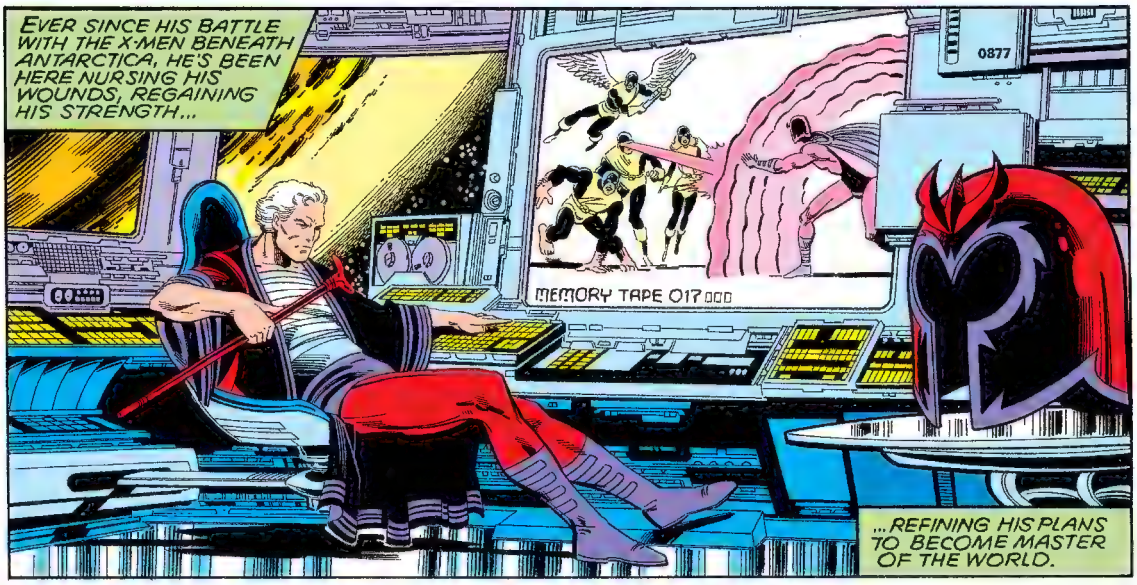

--AND SHE'S BACK ON THE STARCORE SHUTTLE, PILOTING THE X-MEN TO SAFETY THROUGH THE WORST SOLAR STORM IN HISTORY.
HER BODY WAS CONSUMED BY THE INTENSE RADIATION. BUT HER MIND REFUSED TO DIE. DRIVEN BY HER LOVE FOR SCOTT SUMMERS, SHE ACHIEVED HER FULL POTENTIAL AS A PSI--BECOMING, BRIEFLY, AN ENTITY OF PURE THOUGHT--
--BEFORE FINALLY REFORMING AS PHOENIX.
WEEKS LATER, HER AWESOME ABILITIES SAVED THE UNIVERSE. THAT FEAT SEEMED TO BURN HER OUT, HOWEVER--
--FOR WHEN SHE LATER FOUGHT MAGNETO, SHE LOST.

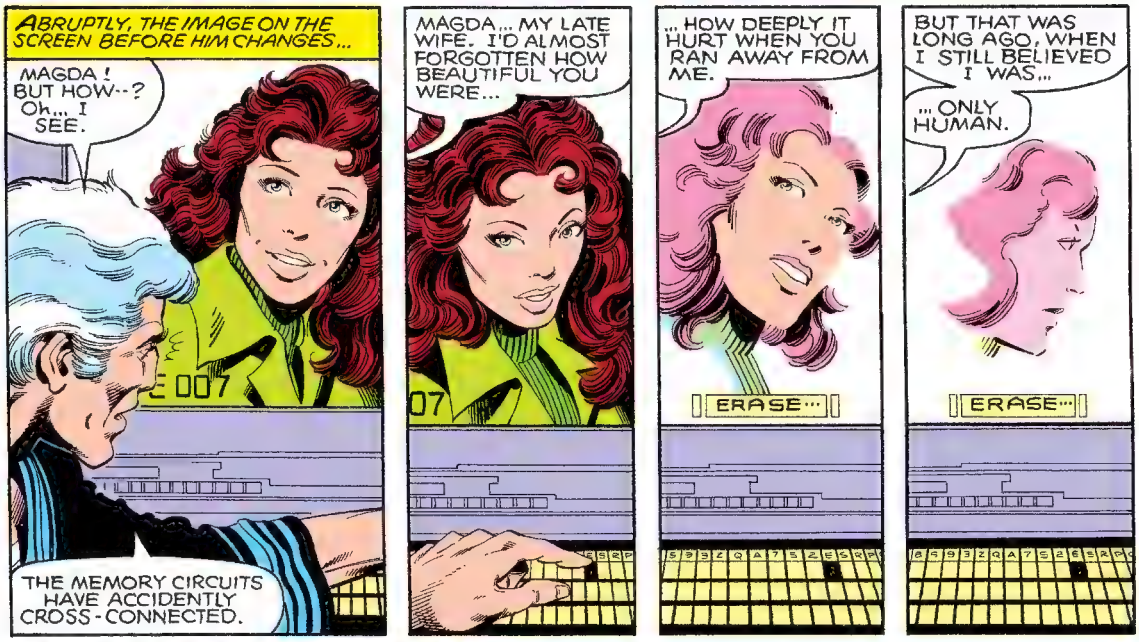

FAR WORSE--SHE WAS UNABLE TO SAVE HER FELLOW X-MEN WHEN MAGNETO'S UNDERGROUND ANTARCTIC BASE COLLAPSED ON TOP OF THEM, BURYING THEM ALL IN MOLTEN LAVA.
ONLY SHE AND HANK McCOY--THE BEAST--MANAGED TO ESCAPE... SO SHE THOUGHT.
GRIEF-STRICKEN, JEAN RETURNED TO THE X-MEN'S HEADQUARTERS... ONLY TO WATCH, HELPLESS, AS PROFESSOR XAVIER'S OWN GRIEF BUILT AN UNBREACHABLE WALL BETWEEN THEM.
SHE NEEDED HIS HELP, SUPPORT... AND LOVE-- BUT HE GAVE HER NOTHING. SO, SHE LEFT.
FROM THE START, HER VACATION WAS SHEER PERFECTION. NO MATTER WHERE SHE WENT, SHE RAN INTO KIND, GENTLE PEOPLE--
--AND IN TIME, HER PAIN PASSED, HER LIFE BEGAN ANEW.
THE TERRIBLE, TRAGIC IRONY IS THAT HER GRIEF WAS UNNECESSARY--FOR THE X-MEN DID NOT DIE IN MAGNETO'S FORTRESS. AS JEAN AND HANK ESCAPED TO THE SURFACE--
--THE X-MEN BURROWED DOWN UNTIL AT LAST THEY REACHED A SAFE HAVEN OF SORTS. AND NOW, AFTER A JOURNEY THAT TOOK THEM HALFWAY ROUND THE WORLD, THEY'VE FINALLY RETURNED HOME TO WESTCHESTER.
AND--THOUGH ALL WERE AFFECTED BY THE SUPPOSED DEATHS OF JEAN AND HANK-- THEIR LIVES HAVE RETURNED TO NORMAL.
WHICH, IN THE X-MEN'S CASE, MEANS A DAILY WORK-OUT IN THE DANGER ROOM.


OKAY, COLOSSUS--YOUR PROBLEM IS TO GET OUT FROM UNDER THAT HYDRAULIC RAM BEFORE IT CRUSHES YOU. AND YOU'D BETTER HURRY. ITS FORCE WILL DOUBLE EVERY 15 SECONDS.
NEED A HAND, PETEY?
THANK YOU, LITTLE COMRADE, BUT NO. THIS TEST IS INTENDED FOR ME ALONE.
WE'RE S'POSED TO BE A TEAM, RIGHT? THAT MEANS WE HELP EACH OTHER OUT.
LET'S SEE HOW WELL CYKE'S TOYS WORK--
--WHEN I'VE SKRAGGED THEIR POWER--
OMPGH
SORRY, WOLVERINE. BETTER LUCK NEXT TIME.
TEK
ENJOY YOUR SHOWER, MEIN FREUND?
DON'T LAUGH, 'CRAWLER, YOUR TURN WILL COME.
AND, ALMOST ON CUE...
THE WALL!
YOU WON'T CATCH ME THAT EASILY, CYCLOPS--
--NOT WHEN I CAN SIMPLY TELEPORT MYSELF OUT OF HARM'S WAY.
TRUE ENOUGH, NIGHTCRAWLER, BUT SUPPOSE YOU CAN'T?
ACH! SONIC BEAMS-- CAN'T BLOCK THEM OUT!
THEY'RE DISRUPTING MY CONCENTRATION--CAN'T 'PORT, OR... EVEN THINK!

ALL RIGHT, BANSHEE, TURN EVERY-THING OFF.
PATHETIC, PEOPLE, REALLY PATHETIC. YOU EITHER OVERREACT TO THE DANGER ROOM, OR YOU TREAT IT LIKE A JOKE!
FOR YOUR INFORMATION, WOLVERINE, YOU AND NIGHTCRAWLER ARE BOTH DEAD... AND YOU DIDN'T HELP COLOSSUS A BIT!
IF I'M SO DEAD, HOW COME I'M STILL BREATHIN'?!
IF THIS WERE THE REAL THING...
BUT IT AIN'T THE REAL THING, THAT'S THE POINT! IT'S A FLAMIN' GAME!
I GOT NEWS FOR YOU, SUMMERS-- WOLVERINE DON'T JUMP THROUGH HOOPS FOR NOBODY!
I HANDLED MYSELF FINE WHEN I WAS ON MY OWN! AN' I CAN DO IT AGAIN, TOO!
WOLVERINE--!
I NEED A BREW! YOU WANT ME, SUMMERS, YOU KNOW WHERE TO FIND ME.
ONE OF THESE DAYS, ORORO...
HIS MANNER IS OCCASIONALLY... IRRITATING.
HAH!
YOU'RE ALL SUCH STRONG-- AND STRONG-WILLED-- INDIVIDUALS.
I DOUBT YOU'LL EVER MESH AS EFFECTIVELY AS THE ORIGINAL X-MEN. I'M NOT EVEN SURE THAT'S A DESIRABLE GOAL ANYMORE.
BUT WE'VE GOT TO BE BETTER THAN WE ARE. WE'RE GOOD, BUT WE'VE ALSO BEEN REAL LUCKY. AND OUR LUCK CAN'T LAST FOREVER.

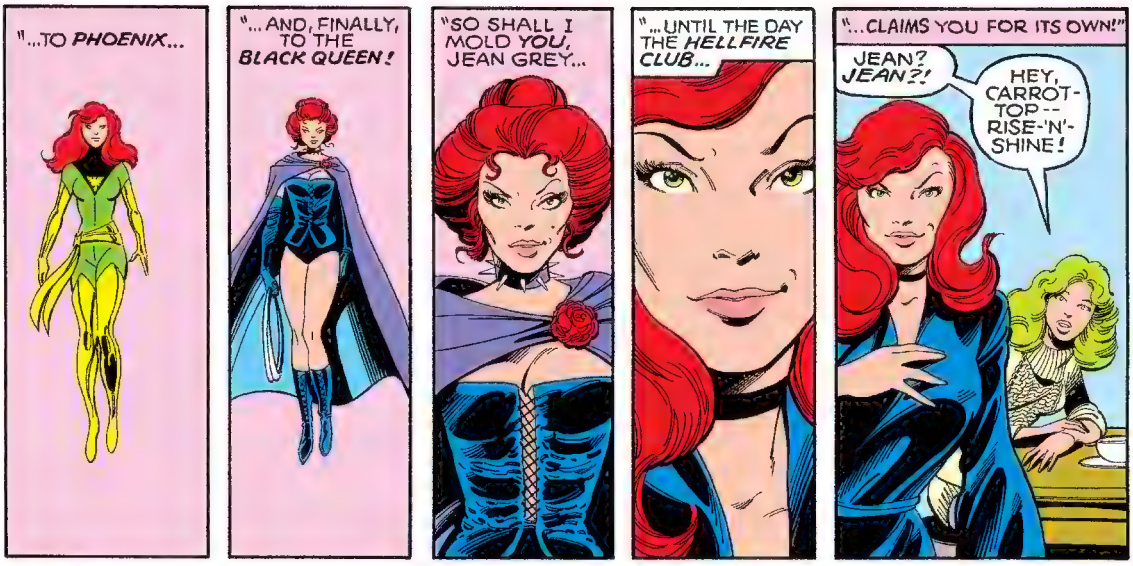

INTERLUDE: A THOUSAND MILES ABOVE THE EARTH, A SQUARE MILE OF ROCK SWINGS TOWARD THE SUNRISE, HIDDEN FROM PRYING EYES BY SOME OF THE MOST SOPHISTICATED ELECTRONICS SYSTEMS EVER CREATED.
THIS IS ASTEROID M... THE HOME OF MAGNETO.

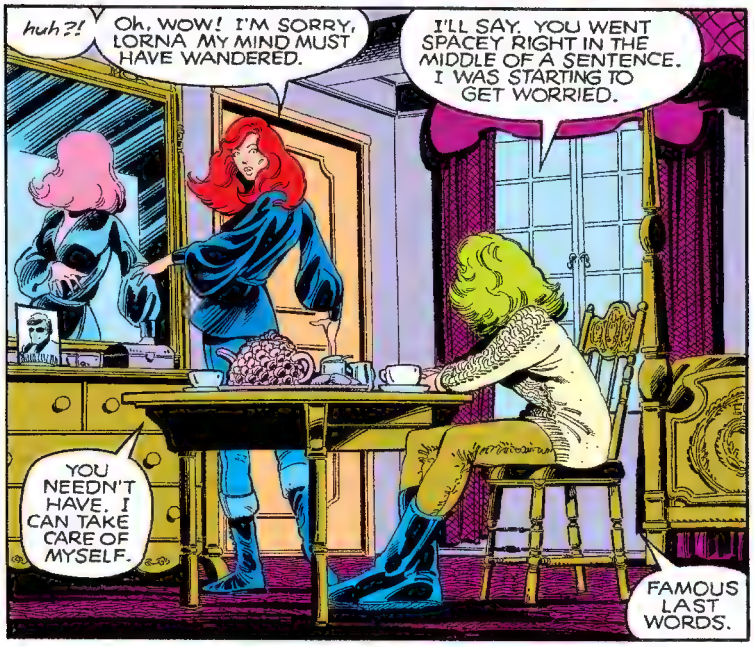

EVER SINCE HIS BATTLE WITH THE X-MEN BENEATH ANTARCTICA, HE'S BEEN HERE NURSING HIS WOUNDS, REGAINING HIS STRENGTH...
0877
MEMORY TAPE 017 000
...REFINING HIS PLANS TO BECOME MASTER OF THE WORLD.

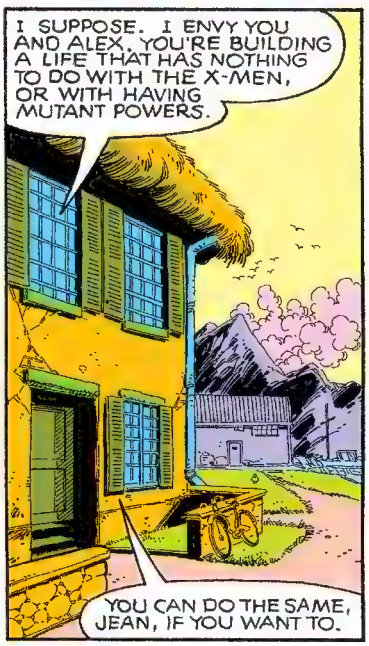

ABRUPTLY, THE IMAGE ON THE SCREEN BEFORE HIM CHANGES...
MAGDA! BUT HOW--? Oh... I SEE.
THE MEMORY CIRCUITS HAVE ACCIDENTLY CROSS-CONNECTED.
MAGDA... MY LATE WIFE. I'D ALMOST FORGOTTEN HOW BEAUTIFUL YOU WERE...
... HOW DEEPLY IT HURT WHEN YOU RAN AWAY FROM ME.
ERASE...
BUT THAT WAS LONG AGO, WHEN I STILL BELIEVED I WAS...
... ONLY HUMAN.
ERASE...

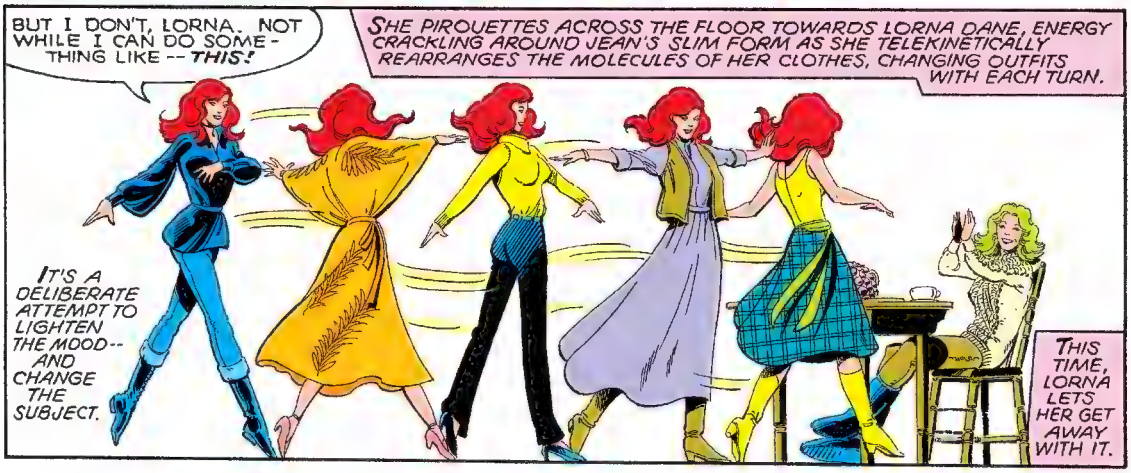
"I AM OLDER NOW, AND I'VE LEARNED MY LESSONS WELL. SOON ALL THE WORLD WILL TREMBLE BEFORE MY POWER!"
BUT MAGNETO ISN'T THE ONLY ONE WITH PLANS AFOOT THIS MORNING--

-- FOR IN THE TOWN OF STORNOWAY, IN THE OUTER HEBRIDES ISLANDS, NEAR SCOTLAND'S RUGGED NORTH-WEST COAST--
--IN AN UPSTAIRS ROOM OF THE RED LION INN -- IS A MAN WHO CALLS HIMSELF JASON WYNGARDE.
THE NAME IS AS FALSE AS THE MAN HIMSELF.
I'VE BEEN VERY PATIENT WITH YOU, Ms. JEAN GREY.
THE STAKES MY PARTNERS AND I ARE PLAYING FOR ARE TOO HIGH FOR ANY OF US TO RISK SPOILING THINGS WITH A HASTY OR CARELESS MOVE.
YOU DON'T KNOW IT, MY DEAR, BUT I'VE BEEN BY YOUR SIDE EVER SINCE YOU LEFT THE SAFETY OF XAVIER'S MANSION.
FIRST ON YOUR FLIGHT TO EUROPE...
"...IN THE GUISE OF A ROLY-POLY PRIEST..."
PARDON ME FOR PRYIN', MISS, BUT IS ANYTHIN' THE MATTER?
"AND LATER -- IN MANY FACES AND FORMS -- I TRIED TO FILL THE EMOTIONAL VOID WITHIN YOU, UNTIL I CAME TO KNOW YOU BETTER THAN YOU KNOW YOURSELF.
THOUGH YOU'VE MET ME -- AS "JASON WYNGARDE" -- ONLY ONCE, YOU INSTINCTIVELY TRUST ME. SOON, THAT TRUST WILL TURN TO LOVE.
AND, AS EASILY AS I MOLD THIS MENTAL IMAGE OF YOU...
"...FROM THE DAY YOU FIRST MET THE X-MEN...
"...TO YOUR ORIGINAL MARVEL GIRL GARB...
"...TO THE OLDER, WISER MARVEL GIRL...

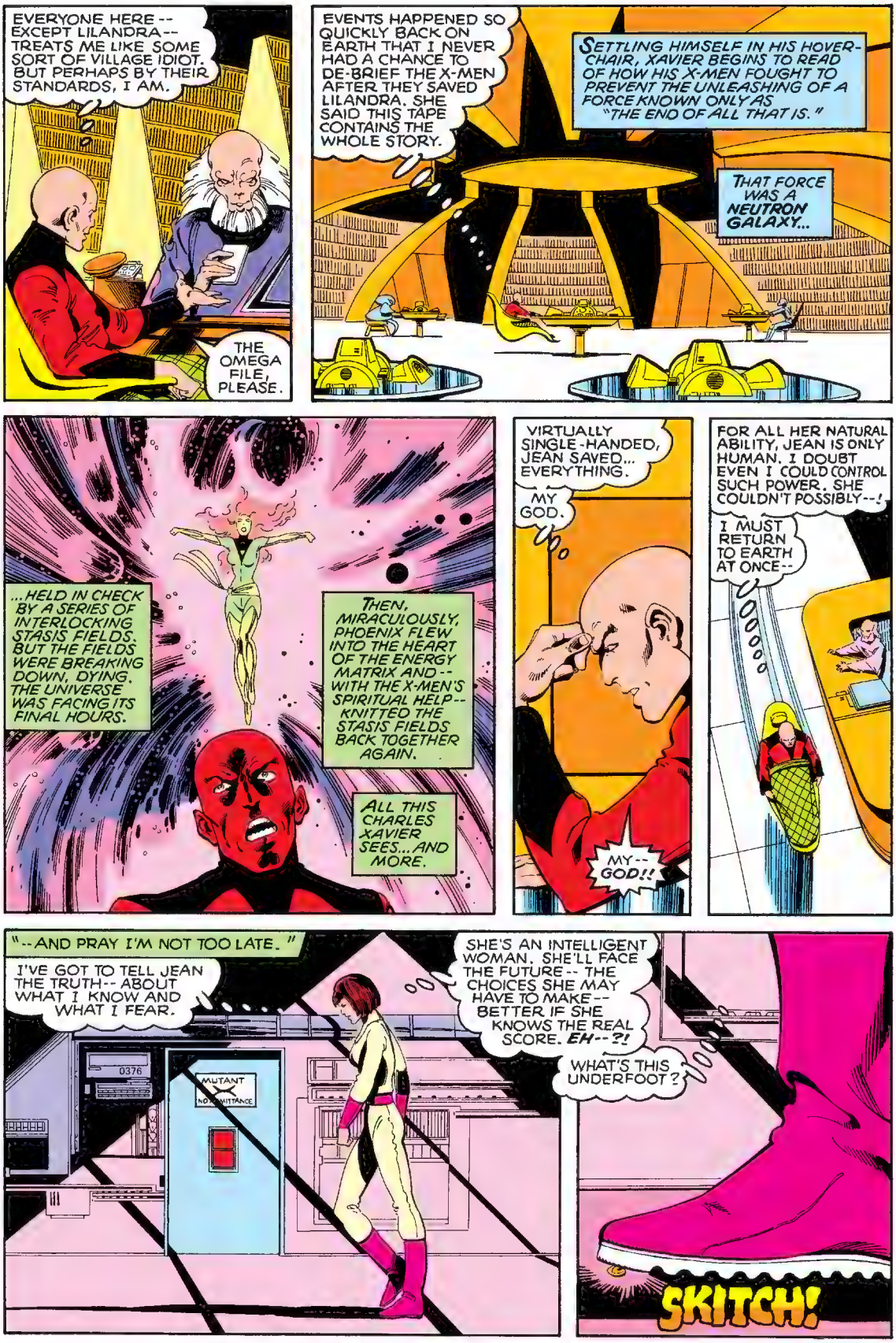

"...TO PHOENIX...
"...AND, FINALLY, TO THE BLACK QUEEN!
"SO SHALL I MOLD YOU, JEAN GREY...
"...UNTIL THE DAY THE HELLFIRE CLUB...
"...CLAIMS YOU FOR ITS OWN!"
JEAN? JEAN?!
HEY, CARROT-TOP -- RISE-'N'-SHINE!

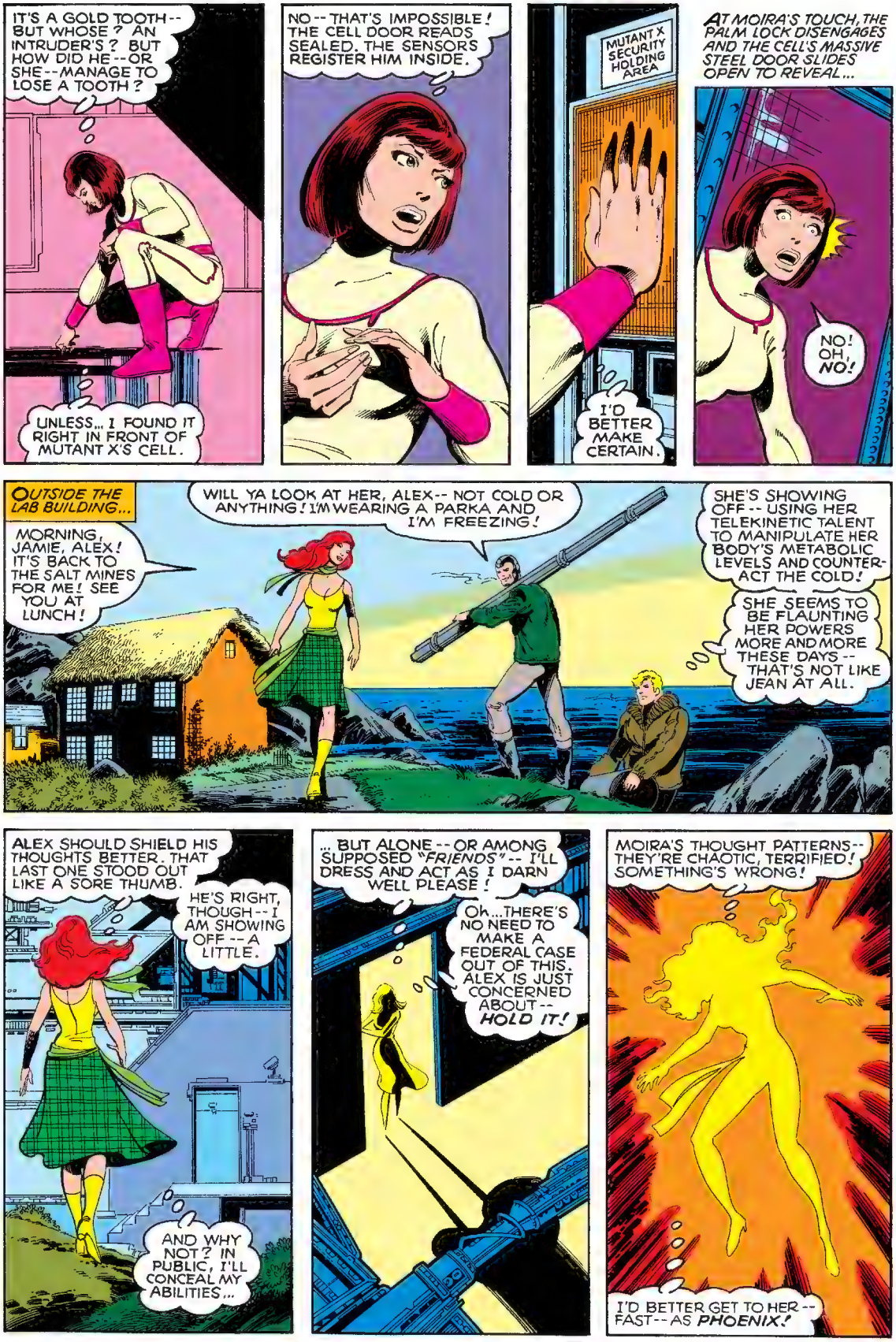

huh?!
Oh, WOW! I'M SORRY, LORNA. MY MIND MUST HAVE WANDERED.
I'LL SAY. YOU WENT SPACEY RIGHT IN THE MIDDLE OF A SENTENCE. I WAS STARTING TO GET WORRIED.
YOU NEEDN'T HAVE. I CAN TAKE CARE OF MYSELF.
FAMOUS LAST WORDS.

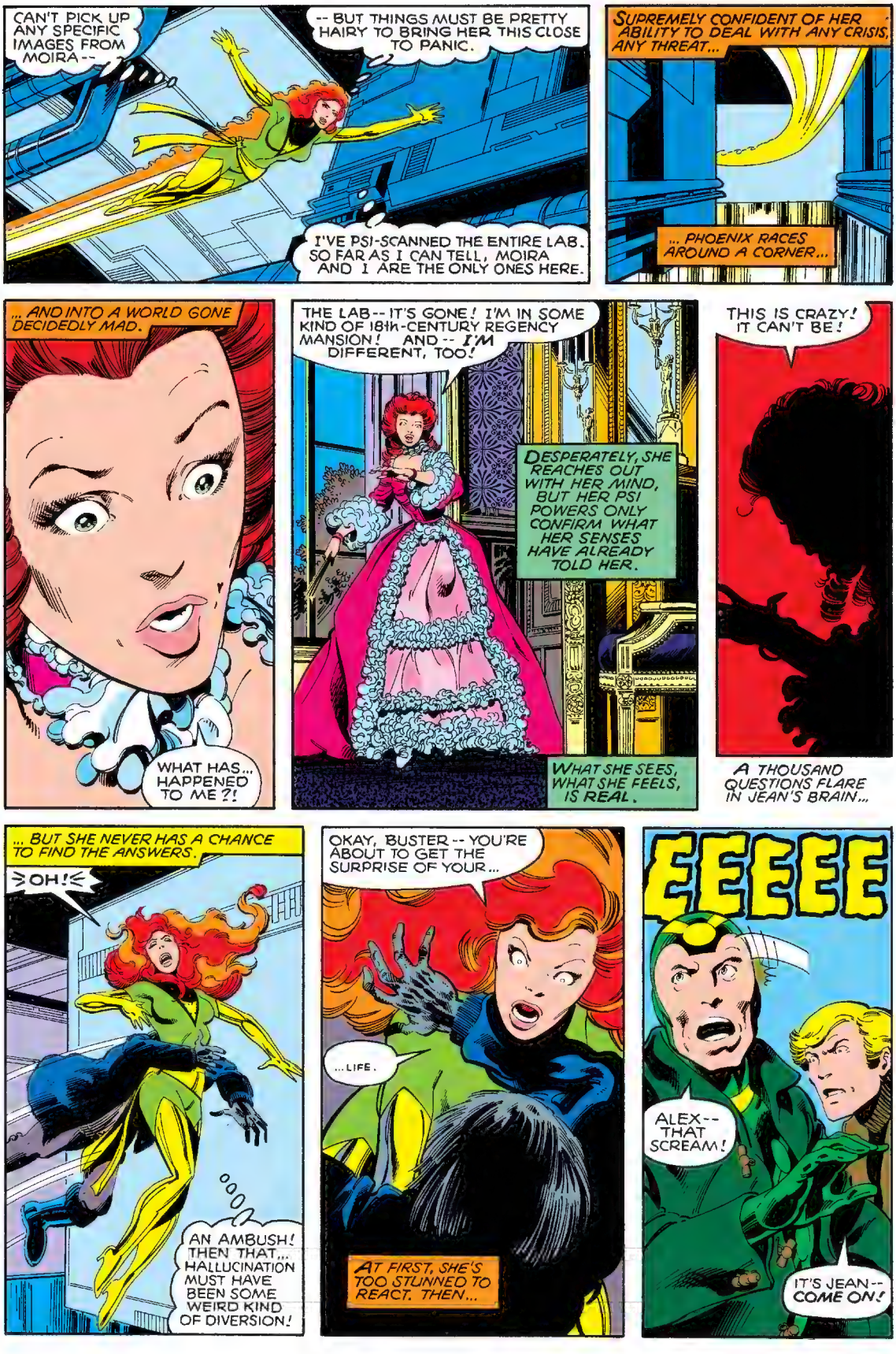

I SUPPOSE. I ENVY YOU AND ALEX. YOU'RE BUILDING A LIFE THAT HAS NOTHING TO DO WITH THE X-MEN, OR WITH HAVING MUTANT POWERS.
YOU CAN DO THE SAME, JEAN, IF YOU WANT TO.

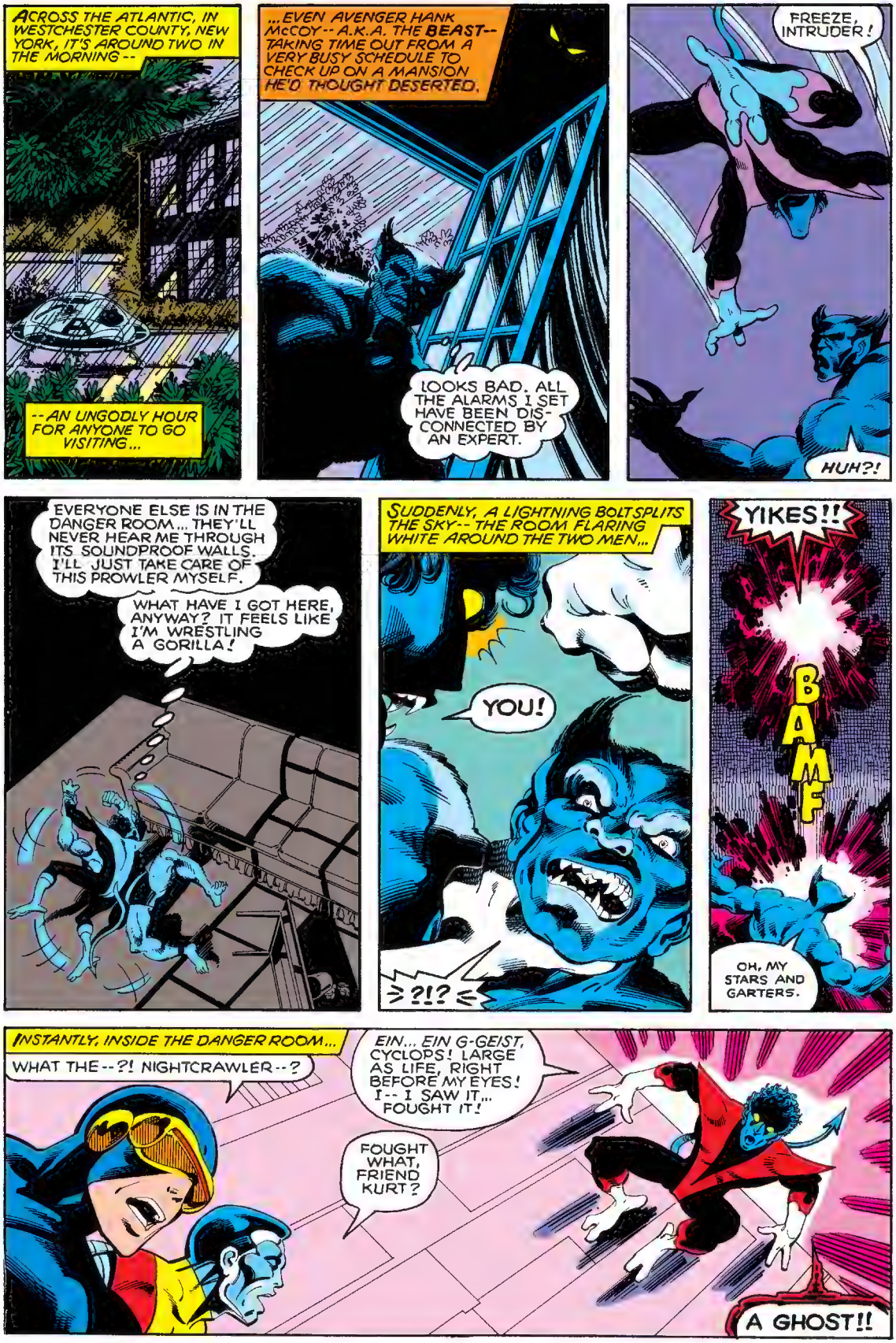

BUT I DON'T, LORNA. NOT WHILE I CAN DO SOMETHING LIKE -- THIS!
SHE PIROUETTES ACROSS THE FLOOR TOWARDS LORNA DANE, ENERGY CRACKLING AROUND JEAN'S SLIM FORM AS SHE TELEKINETICALLY REARRANGES THE MOLECULES OF HER CLOTHES, CHANGING OUTFITS WITH EACH TURN.
IT'S A DELIBERATE ATTEMPT TO LIGHTEN THE MOOD -- AND CHANGE THE SUBJECT.
THIS TIME, LORNA LETS HER GET AWAY WITH IT.

ELSEWHERE...
MORNING, ALREADY? CRIKEY, I'VE BEEN AT THIS ALL NIGHT. AT LEAST I'M FAIRLY CERTAIN NOW WHY MOST OF JEAN'S POWER SEEMED TO VANISH AFTER A WHILE.
SOME SORT OF INSTINCTIVE PSYCHIC CURCUIT BREAKER MUST HAVE ENGAGED, CUTTING JEAN'S POWER BACK FROM ITS COSMIC PEAK TO SOMETHING SHE COULD COPE WITH.
BUT THE POWER STILL EXISTS WITHIN HER.
CHARLES AND I SUSPECTED THAT SHE HAD THIS KIND OF POTENTIAL, BUT WE NEVER DREAMED SHE'D ACHIEVE IT.
940
IF SHE EVER TAPS INTO IT AGAIN, SHE COULD BECOME SOMETHING AKIN TO A GOD.
WHEREVER YOU ARE, CHARLES XAVIER, I HOPE YOU'RE HAPPY. BUT I ALSO WISH YOU WERE HERE, BECAUSE YOU'RE NEEDED... BADLY.
AT THAT MOMENT, ON A WORLD CALLED "IMPERIAL CENTER"...
...THE NEWLY-CROWNED EMPRESS LILANDRA IS HOSTING THE FIRST STATE BALL OF HER REIGN.
NEARBY--UNINTENTIONALLY LOST IN THE CROWD--IS LILANDRA'S TERRAN CONSORT, CHARLES XAVIER.
LATELY, THEY HAVEN'T HAD MUCH TIME TOGETHER. LILANDRA'S REALM SPANS AN ENTIRE GALAXY--
-- AND RUNNING IT TAKES ALMOST ALL HER TIME AND ENERGY.
XAVIER UNDERSTANDS, AND OFTEN TRIES TO HELP -- ONLY TO BE GENTLY REBUFFED.

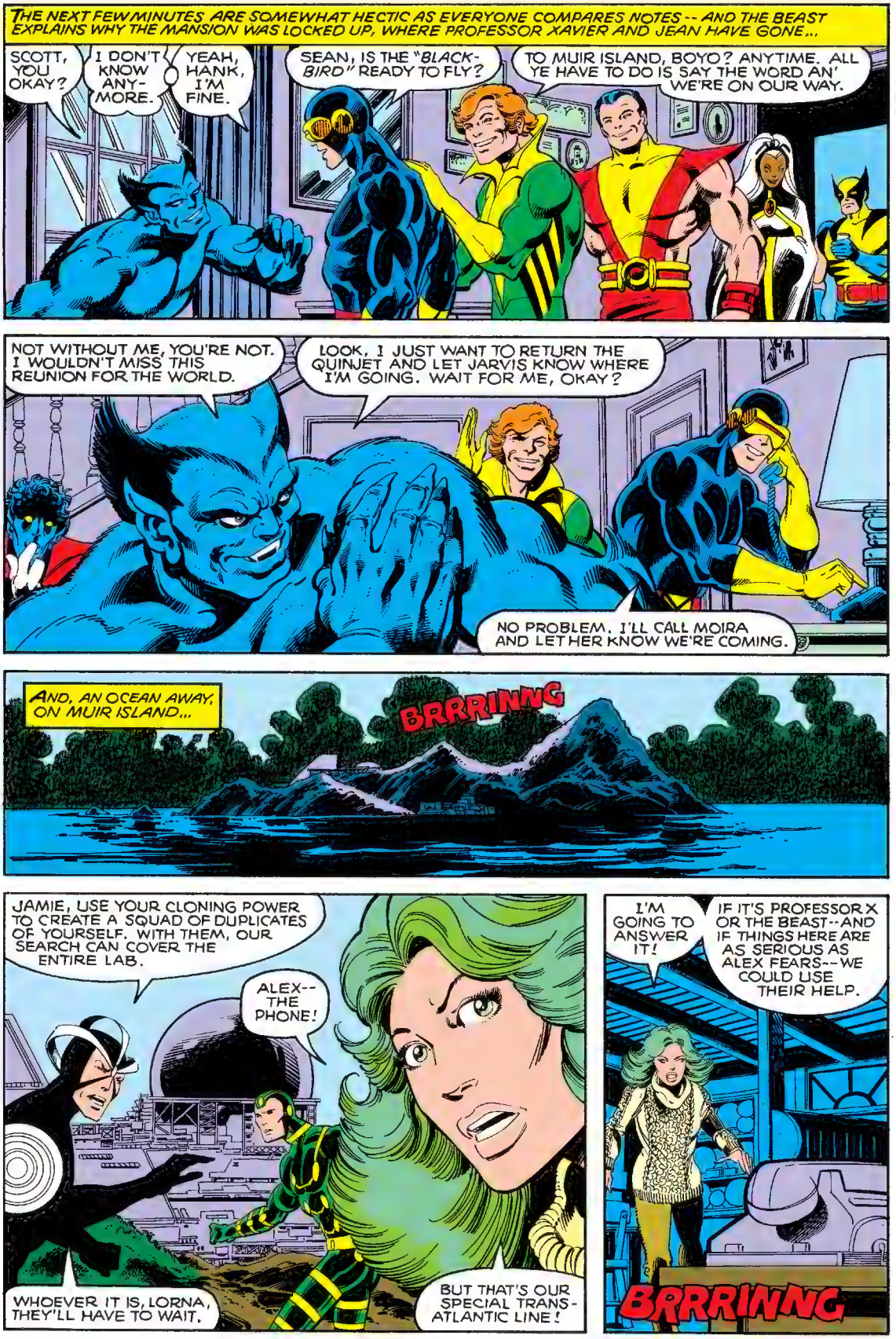

EVERYONE HERE -- EXCEPT LILANDRA -- TREATS ME LIKE SOME SORT OF VILLAGE IDIOT. BUT PERHAPS BY THEIR STANDARDS, I AM.
THE OMEGA FILE, PLEASE.
EVENTS HAPPENED SO QUICKLY BACK ON EARTH THAT I NEVER HAD A CHANCE TO DE-BRIEF THE X-MEN AFTER THEY SAVED LILANDRA. SHE SAID THIS TAPE CONTAINS THE WHOLE STORY.
SETTLING HIMSELF IN HIS HOVER-CHAIR, XAVIER BEGINS TO READ OF HOW HIS X-MEN FOUGHT TO PREVENT THE UNLEASHING OF A FORCE KNOWN ONLY AS "THE END OF ALL THAT IS."
THAT FORCE WAS A NEUTRON GALAXY...
...HELD IN CHECK BY A SERIES OF INTERLOCKING STASIS FIELDS. BUT THE FIELDS WERE BREAKING DOWN, DYING. THE UNIVERSE WAS FACING ITS FINAL HOURS.
THEN, MIRACULOUSLY, PHOENIX FLEW INTO THE HEART OF THE ENERGY MATRIX AND -- WITH THE X-MEN'S SPIRITUAL HELP -- KNITTED THE STASIS FIELDS BACK TOGETHER AGAIN.
ALL THIS CHARLES XAVIER SEES... AND MORE.
VIRTUALLY SINGLE-HANDED, JEAN SAVED... EVERYTHING.
MY GOD.
MY -- GOD!!
FOR ALL HER NATURAL ABILITY, JEAN IS ONLY HUMAN. I DOUBT EVEN I COULD CONTROL SUCH POWER. SHE COULDN'T POSSIBLY --!
I MUST RETURN TO EARTH AT ONCE --
"-- AND PRAY I'M NOT TOO LATE."
I'VE GOT TO TELL JEAN THE TRUTH -- ABOUT WHAT I KNOW AND WHAT I FEAR.
0376
MUTANT
SHE'S AN INTELLIGENT WOMAN. SHE'LL FACE THE FUTURE -- THE CHOICES SHE MAY HAVE TO MAKE -- BETTER IF SHE KNOWS THE REAL SCORE. EH --?!
WHAT'S THIS UNDERFOOT?
SKITCH!


IT'S A GOLD TOOTH -- BUT WHOSE? AN INTRUDER'S? BUT HOW DID HE -- OR SHE -- MANAGE TO LOSE A TOOTH?
UNLESS... I FOUND IT RIGHT IN FRONT OF MUTANT X'S CELL.
NO -- THAT'S IMPOSSIBLE! THE CELL DOOR READS SEALED. THE SENSORS REGISTER HIM INSIDE.
MUTANT X SECURITY HOLDING AREA
I'D BETTER MAKE CERTAIN.
AT MOIRA'S TOUCH, THE PALM LOCK DISENGAGES AND THE CELL'S MASSIVE STEEL DOOR SLIDES OPEN TO REVEAL...
NO! OH, NO!
OUTSIDE THE LAB BUILDING...
MORNING, JAMIE, ALEX! IT'S BACK TO THE SALT MINES FOR ME! SEE YOU AT LUNCH!
WILL YA LOOK AT HER, ALEX -- NOT COLD OR ANYTHING! I'M WEARING A PARKA AND I'M FREEZING!
SHE'S SHOWING OFF -- USING HER TELEKINETIC TALENT TO MANIPULATE HER BODY'S METABOLIC LEVELS AND COUNTER-ACT THE COLD!
SHE SEEMS TO BE FLAUNTING HER POWERS MORE AND MORE THESE DAYS -- THAT'S NOT LIKE JEAN AT ALL.
ALEX SHOULD SHIELD HIS THOUGHTS BETTER. THAT LAST ONE STOOD OUT LIKE A SORE THUMB.
HE'S RIGHT, THOUGH -- I AM SHOWING OFF -- A LITTLE.
AND WHY NOT? IN PUBLIC, I'LL CONCEAL MY ABILITIES...
... BUT ALONE -- OR AMONG SUPPOSED "FRIENDS" -- I'LL DRESS AND ACT AS I DARN WELL PLEASE!
OH... THERE'S NO NEED TO MAKE A FEDERAL CASE OUT OF THIS. ALEX IS JUST CONCERNED ABOUT -- HOLD IT!
MOIRA'S THOUGHT PATTERNS -- THEY'RE CHAOTIC, TERRIFIED! SOMETHING'S WRONG!
I'D BETTER GET TO HER -- FAST -- AS PHOENIX!


CAN'T PICK UP ANY SPECIFIC IMAGES FROM MOIRA--
-- BUT THINGS MUST BE PRETTY HAIRY TO BRING HER THIS CLOSE TO PANIC.
I'VE PSI-SCANNED THE ENTIRE LAB. SO FAR AS I CAN TELL, MOIRA AND I ARE THE ONLY ONES HERE.
SUPREMELY CONFIDENT OF HER ABILITY TO DEAL WITH ANY CRISIS, ANY THREAT...
... PHOENIX RACES AROUND A CORNER...
... AND INTO A WORLD GONE DECIDEDLY MAD.
WHAT HAS... HAPPENED TO ME?!
THE LAB-- IT'S GONE! I'M IN SOME KIND OF 18th-CENTURY REGENCY MANSION! AND-- I'M DIFFERENT, TOO!
DESPERATELY, SHE REACHES OUT WITH HER MIND, BUT HER PSI POWERS ONLY CONFIRM WHAT HER SENSES HAVE ALREADY TOLD HER.
WHAT SHE SEES, WHAT SHE FEELS, IS REAL.
THIS IS CRAZY! IT CAN'T BE!
A THOUSAND QUESTIONS FLARE IN JEAN'S BRAIN...
... BUT SHE NEVER HAS A CHANCE TO FIND THE ANSWERS.
≥OH!≤
AN AMBUSH! THEN THAT... HALLUCINATION MUST HAVE BEEN SOME WEIRD KIND OF DIVERSION!
OKAY, BUSTER -- YOU'RE ABOUT TO GET THE SURPRISE OF YOUR...
...LIFE.
AT FIRST, SHE'S TOO STUNNED TO REACT. THEN...
EEEEE
ALEX-- THAT SCREAM!
IT'S JEAN-- COME ON!


ACROSS THE ATLANTIC, IN WESTCHESTER COUNTY, NEW YORK, IT'S AROUND TWO IN THE MORNING --
-- AN UNGODLY HOUR FOR ANYONE TO GO VISITING...
...EVEN AVENGER HANK McCOY -- A.K.A. THE BEAST -- TAKING TIME OUT FROM A VERY BUSY SCHEDULE TO CHECK UP ON A MANSION HE'D THOUGHT DESERTED.
LOOKS BAD. ALL THE ALARMS I SET HAVE BEEN DISCONNECTED BY AN EXPERT.
FREEZE, INTRUDER!
HUH?!
EVERYONE ELSE IS IN THE DANGER ROOM... THEY'LL NEVER HEAR ME THROUGH ITS SOUNDPROOF WALLS. I'LL JUST TAKE CARE OF THIS PROWLER MYSELF.
WHAT HAVE I GOT HERE, ANYWAY? IT FEELS LIKE I'M WRESTLING A GORILLA!
SUDDENLY, A LIGHTNING BOLT SPLITS THE SKY -- THE ROOM FLARING WHITE AROUND THE TWO MEN...
YOU!
>?!?<
YIKES!!
BAMF
OH, MY STARS AND GARTERS.
INSTANTLY, INSIDE THE DANGER ROOM...
WHAT THE --?! NIGHTCRAWLER --?
EIN... EIN G-GEIST, CYCLOPS! LARGE AS LIFE, RIGHT BEFORE MY EYES! I -- I SAW IT... FOUGHT IT!
FOUGHT WHAT, FRIEND KURT?
A GHOST!!

CYCLOPS, IT WAS DAS BESTIE -- THE BEAST!
LET'S GO! WHATEVER KURT SAW, IT'S AN INTRUDER, SO LET'S NOT TAKE ANY CHANCES!
STORM, COME WITH ME! COLOSSUS, BACK US UP!
ALL RIGHT, NO FALSE MOVES OR -- HANK?!
IS IT... REALLY YOU?!
SCOTTY?!
YOU'RE ALIVE!
THIS IS FANTASTIC! BUT -- HOW DID YOU ESCAPE?
JEANIE GOT ME OUT!
JEAN?! ALIVE?! JEAN?!
YOU BET'CHA, BOSS-MAN! WHEN MAGNETO'S ROOF FELL IN, SHE FORMED A TELEKINETIC FORCE BUBBLE AROUND US AND SHOT US UP TO THE SURFACE. WE THOUGHT YOU WERE KILLED!
BOY, IS SHE EVER GONNA BE SURPRISED.


THE NEXT FEW MINUTES ARE SOMEWHAT HECTIC AS EVERYONE COMPARES NOTES -- AND THE BEAST EXPLAINS WHY THE MANSION WAS LOCKED UP, WHERE PROFESSOR XAVIER AND JEAN HAVE GONE...
SCOTT, YOU OKAY?
I DON'T KNOW ANY-MORE.
YEAH, HANK, I'M FINE.
SEAN, IS THE "BLACK-BIRD" READY TO FLY?
TO MUIR ISLAND, BOYO? ANYTIME. ALL YE HAVE TO DO IS SAY THE WORD AN' WE'RE ON OUR WAY.
NOT WITHOUT ME, YOU'RE NOT. I WOULDN'T MISS THIS REUNION FOR THE WORLD.
LOOK, I JUST WANT TO RETURN THE QUINJET AND LET JARVIS KNOW WHERE I'M GOING. WAIT FOR ME, OKAY?
NO PROBLEM. I'LL CALL MOIRA AND LET HER KNOW WE'RE COMING.
AND, AN OCEAN AWAY, ON MUIR ISLAND...
BRRRINNG
JAMIE, USE YOUR CLONING POWER TO CREATE A SQUAD OF DUPLICATES OF YOURSELF. WITH THEM, OUR SEARCH CAN COVER THE ENTIRE LAB.
ALEX-- THE PHONE!
WHOEVER IT IS, LORNA, THEY'LL HAVE TO WAIT.
BUT THAT'S OUR SPECIAL TRANS-ATLANTIC LINE!
I'M GOING TO ANSWER IT!
IF IT'S PROFESSOR X OR THE BEAST--AND IF THINGS HERE ARE AS SERIOUS AS ALEX FEARS--WE COULD USE THEIR HELP.
BRRRINNG

MUIR ISLAND RESEARCH CENTRE -- LORNA DANE SPEAKING.
LORNA -- THIS IS SCOTT!
SCOTT WHO?
SCOTT?! YOU'RE ALIVE!
NOT JUST ME, LORNA -- ALL THE X-MEN ARE ALIVE AND WELL.
YOUR VOICE SOUNDS STRAINED. IS ANYTHING THE MATTER?
I'M NOT SURE. JEAN AND MOIRA WERE IN THE LAB. WE HEARD A SCREAM -- THEN THE SECURITY ALARMS WENT OFF.
JAMIE MADROX AND YOUR BROTHER, ALEX, ARE AT THE LAB NOW, CHECKING IT OUT.
LOOK, HOW SOON CAN YOU BE HERE?
USING THE "BLACKBIRD" -- A COUPLE OF HOURS.
THIS MAY BE A FALSE ALARM, SCOTT, BUT I'D FEEL A WHOLE LOT BETTER ...
HUMAN! I ...NEED... YOU!
SCOTT, WHAT IS IT, LAD? YE'VE GONE PALE AS A SHEET.
IT'S LORNA. I HEARD HER SCREAM...
...AND THEN THE LINE WENT DEAD!
NEXT ISSUE
HOW SHARPER THAN A SERPENT'S TOOTH...

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THE UNCANNY
X-MEN
TM
IN SEARCH OF MUTANT X
Cockrum/Austin

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS--feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

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HOW SHARPER THAN a SERPENT'S TOOTH...!

IN SOME PARTS OF THE WORLD, THE DAWN COMES UP LIKE THUNDER.
THOSE PLACES DON'T USUALLY INCLUDE THE NORTH ATLANTIC OCEAN, JUST OFF THE COAST OF SCOTLAND.
BUT, AS THE CREW OF THE TRAWLER, "AUDREY II", ARE ABOUT TO DISCOVER, THIS MORNING IS DIFFERENT.

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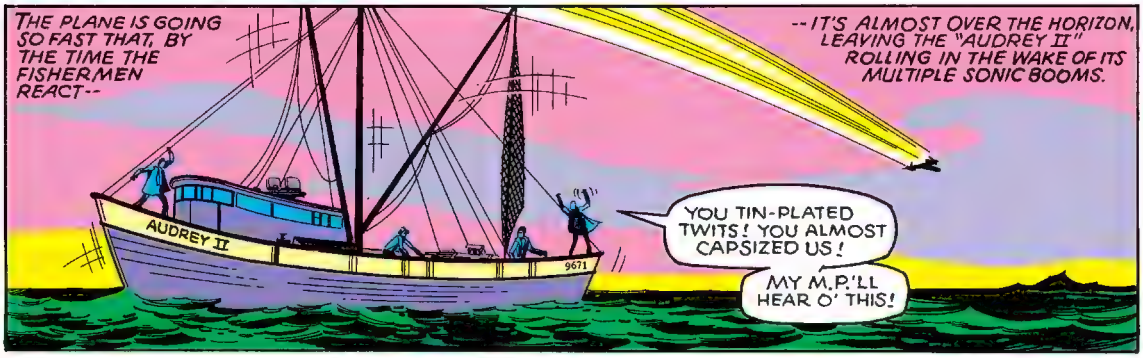
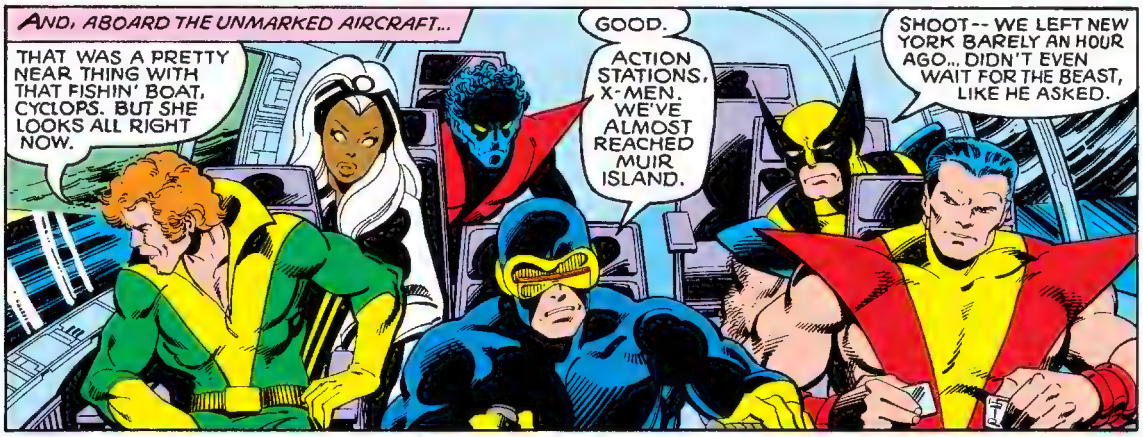
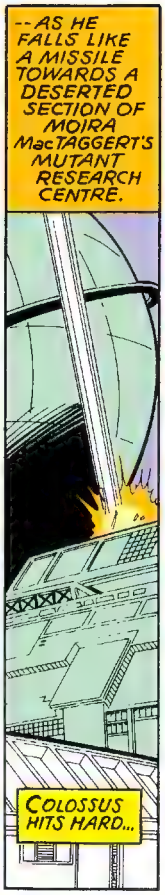

THE PLANE IS GOING SO FAST THAT, BY THE TIME THE FISHERMEN REACT--
--IT'S ALMOST OVER THE HORIZON, LEAVING THE "AUDREY II" ROLLING IN THE WAKE OF ITS MULTIPLE SONIC BOOMS.
AUDREY II
9671
YOU TIN-PLATED TWITS! YOU ALMOST CAPSIZED US!
MY M.P.'LL HEAR O' THIS!


AND, ABOARD THE UNMARKED AIRCRAFT...
THAT WAS A PRETTY NEAR THING WITH THAT FISHIN' BOAT, CYCLOPS. BUT SHE LOOKS ALL RIGHT NOW.
GOOD.
ACTION STATIONS, X-MEN. WE'VE ALMOST REACHED MUIR ISLAND.
SHOOT-- WE LEFT NEW YORK BARELY AN HOUR AGO... DIDN'T EVEN WAIT FOR THE BEAST, LIKE HE ASKED.

THERE WASN'T TIME, WOLVERINE!
NOW... DO IT BY THE NUMBERS, PEOPLE, JUST LIKE WE PRACTICED. WE DON'T KNOW WHAT WE'RE UP AGAINST, SO COME IN HARD AND FAST.
COLOSSUS--?
I AM READY, CYCLOPS.

"THEN-- GO!"
THE YOUNG RUSSIAN DROPS THROUGH THE PLANE'S BELLY HATCH...
...HIS BODY CRACKLING WITH ENERGY-- CHANGING FROM FLESH TO ORGANIC STEEL--


--AS HE FALLS LIKE A MISSILE TOWARDS A DESERTED SECTION OF MOIRA MacTAGGERT'S MUTANT RESEARCH CENTRE.
COLOSSUS HITS HARD...

...BUT HE'S ON HIS FEET BEFORE THE DUST SETTLES.
CYCLOPS, CAN YOU HEAR ME? I AM DOWN AND ALL SEEMS WELL. NO SIGN OF HOSTILE ACTIVITY.
ROGER, COLOSSUS. KEEP ME POSTED ON YOUR PROGRESS. AND PETER-- TAKE CARE.

CYCLOPS MAKES ANOTHER LOW PASS OVER THE ISLAND. THIS TIME, IT'S **STORM** AND **WOLVERINE**'S TURN TO BAIL OUT.

TAKE IT EASY, WILLYA, ORORO?!

YA LEFT MY STOMACH BACK ON THE FLAMIN' PLANE!

OUR FRIENDS HERE ARE IN DANGER, WOLVERINE. WE CANNOT AFFORD TO WASTE EVEN AN INSTANT.

STORM DROPS WOLVERINE AT THE SEAWARD ENTRANCE TO THE MAIN COMPLEX, BEFORE HEADING OFF TO BEGIN AN AIRBORNE SWEEP OF THE ISLAND.

BEHIND HER, CYCLOPS DROPS THE PLANE INTO A PERFECT VERTICAL TOUCHDOWN ON THE LANDING PAD BEHIND THE LAB.

GET GOING, NIGHTCRAWLER. TELEPORT INTO THE RESIDENCE AND SEARCH IT FROM ATTIC TO CELLAR.

NOT TO WORRY, CYCLOPS! I'M--

BAMF

--ALREADY THERE!

WITH A FLASH OF BRIMSTONE, NIGHTCRAWLER DISAPPEARS FROM THE FLIGHT DECK, INSTANTLY MATERIALIZING IN THE LIVING ROOM OF MOIRA'S HOUSE.

YOU'RE PUSHIN' AWFUL HARD, CYCLOPS.

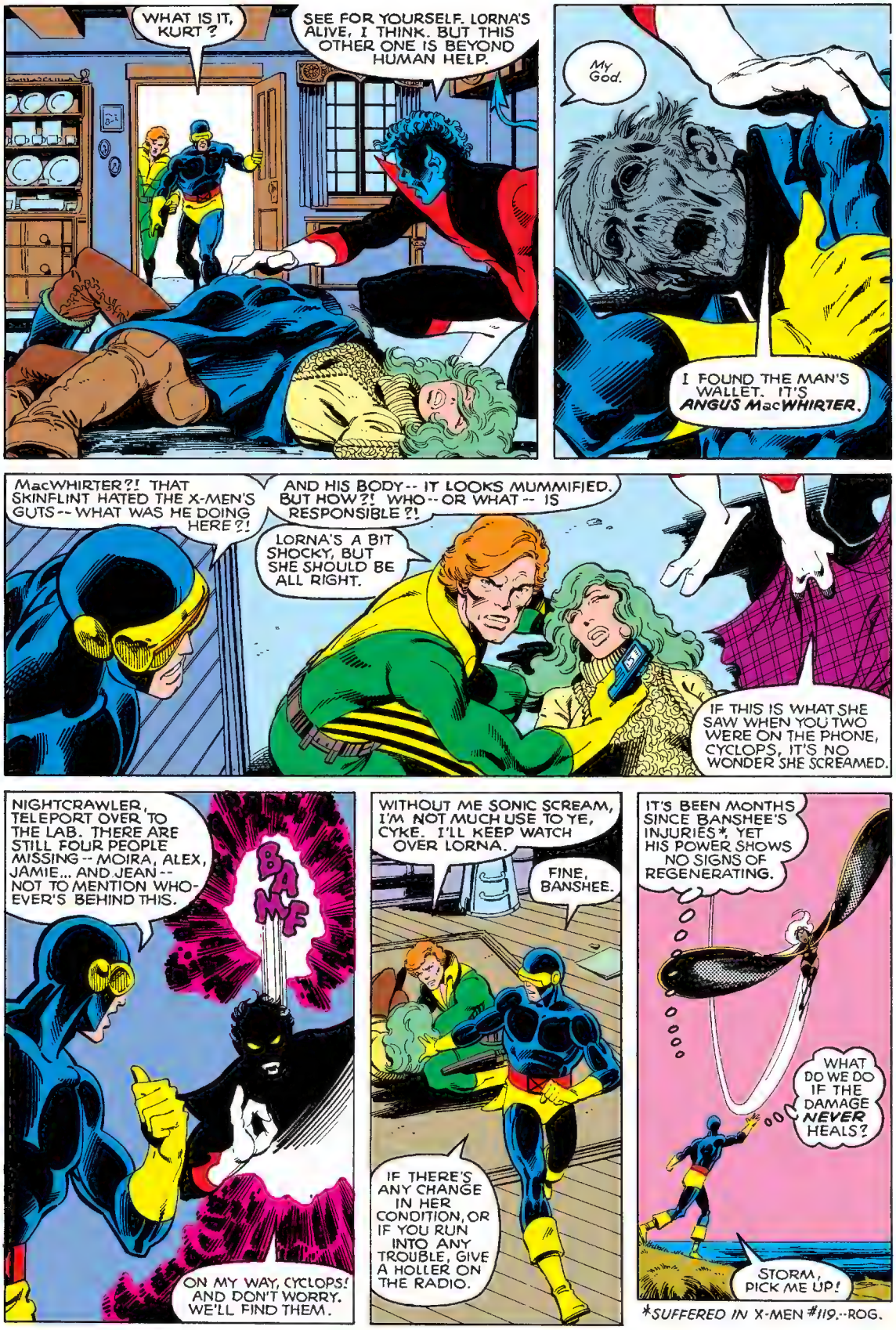
YOU DIDN'T HEAR LORNA DANE'S SCREAM OVER THE PHONE, SEAN-- I'VE NEVER HEARD SUCH RAW...TERROR-- AND THEN, A MOMENT LATER, THE LINE WENT DEAD.

THAT WAS OVER AN HOUR AGO.* A LOT CAN HAPPEN IN THAT MUCH TIME.

*LAST ISSUE FOR THE REST OF US. --ROG.

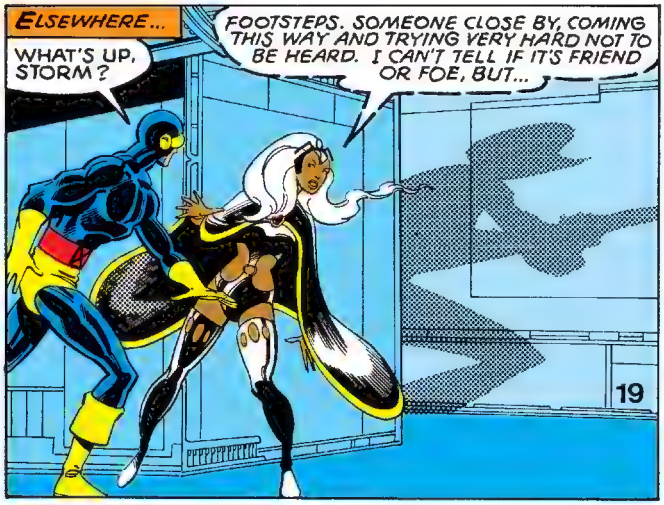
JUST BEFORE WE WERE CUT OFF, LORNA SAID THE LAB SECURITY ALARMS HAD SOUNDED, THAT JAMIE MADROX AND MY BROTHER, ALEX, HAD GONE TO CHECK THINGS OUT...

CYCLOPS, THIS IS NIGHTCRAWLER! COME AT ONCE! HURRY!

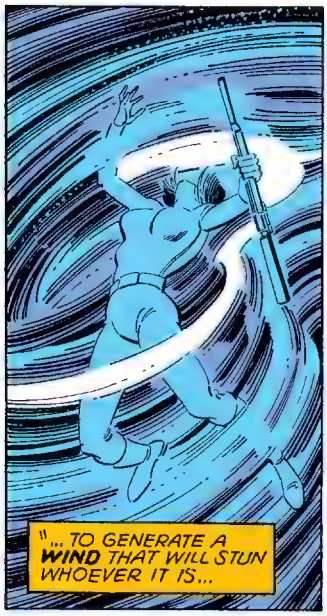

WHAT IS IT, KURT?
SEE FOR YOURSELF. LORNA'S ALIVE, I THINK. BUT THIS OTHER ONE IS BEYOND HUMAN HELP.
My God.
I FOUND THE MAN'S WALLET. IT'S ANGUS MacWHIRTER.
MacWHIRTER?! THAT SKINFLINT HATED THE X-MEN'S GUTS -- WHAT WAS HE DOING HERE?!
AND HIS BODY -- IT LOOKS MUMMIFIED. BUT HOW?! WHO -- OR WHAT -- IS RESPONSIBLE?!
LORNA'S A BIT SHOCKY, BUT SHE SHOULD BE ALL RIGHT.
IF THIS IS WHAT SHE SAW WHEN YOU TWO WERE ON THE PHONE, CYCLOPS, IT'S NO WONDER SHE SCREAMED.
NIGHTCRAWLER, TELEPORT OVER TO THE LAB. THERE ARE STILL FOUR PEOPLE MISSING -- MOIRA, ALEX, JAMIE... AND JEAN -- NOT TO MENTION WHOEVER'S BEHIND THIS.
BAMF
ON MY WAY, CYCLOPS! AND DON'T WORRY. WE'LL FIND THEM.
WITHOUT ME SONIC SCREAM, I'M NOT MUCH USE TO YE, CYKE. I'LL KEEP WATCH OVER LORNA.
FINE, BANSHEE.
IF THERE'S ANY CHANGE IN HER CONDITION, OR IF YOU RUN INTO ANY TROUBLE, GIVE A HOLLER ON THE RADIO.
IT'S BEEN MONTHS SINCE BANSHEE'S INJURIES*, YET HIS POWER SHOWS NO SIGNS OF REGENERATING.
WHAT DO WE DO IF THE DAMAGE NEVER HEALS?
STORM, PICK ME UP!

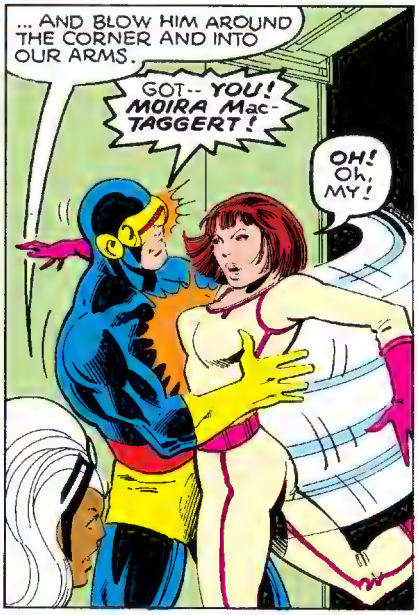
*SUFFERED IN X-MEN #119.--ROG.

I'VE SCOUTED THE ENTIRE ISLAND FROM THE AIR, CYCLOPS. THERE ARE NO SIGNS OF ANY INTRUDERS... OR OF OUR FRIENDS.
HEAD FOR THE LAB, STORM. THAT'S WHERE I'M BETTING WE'LL FIND THEM.
AND, DEEP INSIDE THAT COMPLEX...
COMPLETE DARKNESS... NOT EVEN EMERGENCY LIGHTS!
FROM THE FUSE BOXES I'VE SEEN, EVERY CIRCUIT IN THE PLACE MUST HAVE OVERLOADED AND BLOWN AT ONCE.
BUT WHO HAS THE POWER TO DO THAT? LORNA? OR... MAGNETO!
YIKES!
SHZAK
FREEZE!
HAVOK!
DON'T SHOOT! IT'S ME, NIGHTCRAWLER!
SORRY, BUSTER--NIGHTCRAWLER'S DEAD, AND I STOPPED BELIEVING IN GHOSTS LONG AGO. NOW, STEP OUT WHERE I CAN SEE YOU OR I'LL BURN YOU DOWN.
HE STILL THINKS WE'RE DEAD! AND THE CORRIDOR'S TOO DARK--I BECOME NEAR-INVISIBLE IN THESE DEEP SHADOWS. I'D BETTER 'PORT OUT OF HERE AND GET CYCLOPS.
BUT BEFORE NIGHTCRAWLER CAN DO ANYTHING...
WHAT THE--?!
YOU MAY BE STRONG, PAL, BUT LET'S SEE THAT STRENGTH SAVE YOU--
--FROM THE COSMIC POWER OF HAVOK!!
I HAVE FACED YOUR ENERGY BLASTS BEFORE, MY AMERICAN FRIEND--AND WITHSTOOD THEM.
HUH?! COLOSSUS! YOU'RE ALIVE!!
I, AND ALL THE X-MEN, HAVOK. IT IS GOOD TO SEE YOU AGAIN.


ELSEWHERE...
WHAT'S UP, STORM?
FOOTSTEPS. SOMEONE CLOSE BY, COMING THIS WAY AND TRYING VERY HARD NOT TO BE HEARD. I CAN'T TELL IF IT'S FRIEND OR FOE, BUT...
19

... IT'S BEST TO TAKE NO CHANCES.
I'LL USE MY ELEMENTAL POWERS--

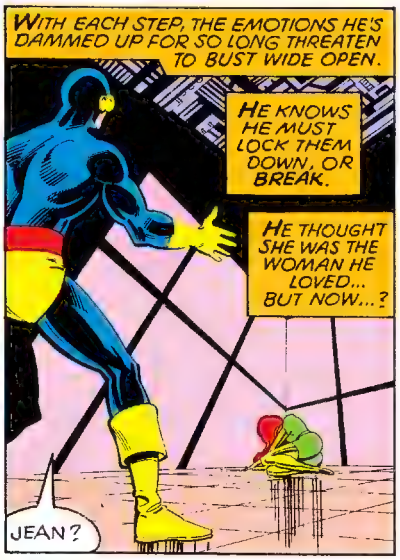

"... TO GENERATE A WIND THAT WILL STUN WHOEVER IT IS...

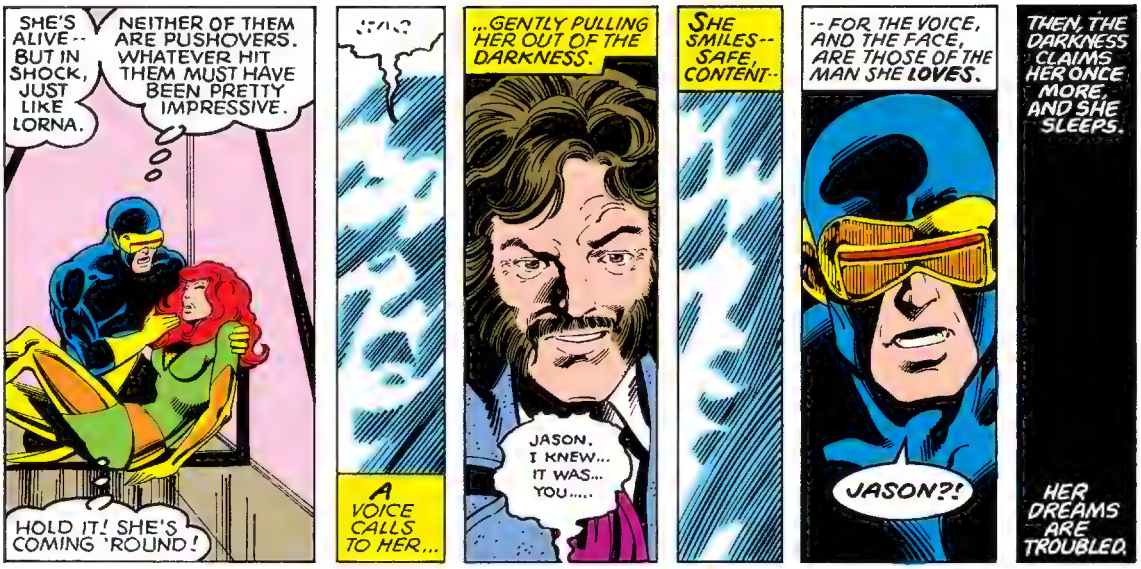

... AND BLOW HIM AROUND THE CORNER AND INTO OUR ARMS.
GOT-- YOU! MOIRA Mac-TAGGERT!
OH! Oh, MY!

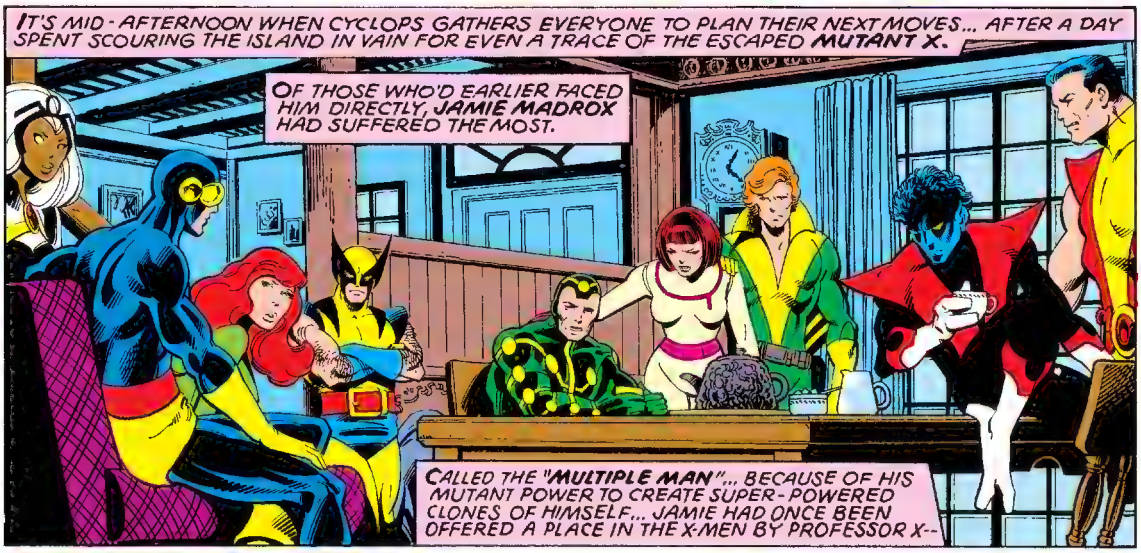
OCH, CYCLOPS, STORM--YOU'VE NO IDEA HOW GLAD I AM TO SEE YOU BOTH ALIVE! WE HAD THOUGHT--!
IS SEAN--BANSHEE--?
YES. HE'S TAKING CARE OF LORNA.
MOIRA, WHAT'S THE TROUBLE HERE--AND WHERE'S JEAN?!

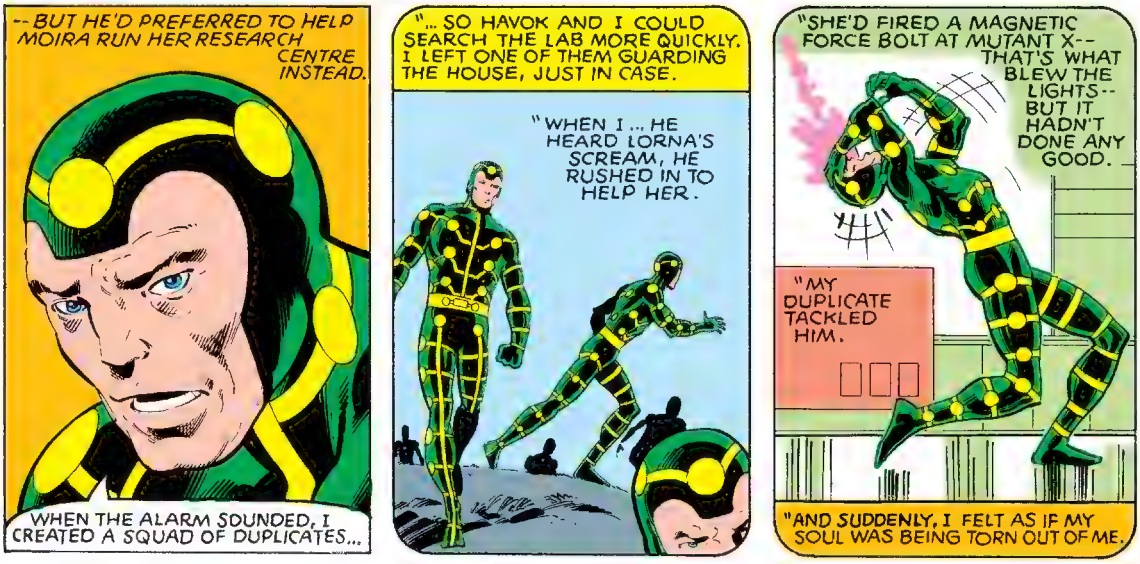
MUTANT X HAS ESCAPED. I WAS LOOKING FOR JEAN MYSELF. BUT WITH THE LIGHTS OUT, THIS PLACE IS WORSE THAN HAMPTON COURT MAZE.
I'LL FIND HER.
STORM, GATHER EVERYONE TOGETHER AT MOIRA'S HOUSE.

I'M BREAKING MY OWN RULES BY TAKING OFF ON MY OWN INTO A POTENTIAL DANGER AREA. BUT AFTER ALL THAT'S HAPPENED...
... I WANT TO BE ALONE WHEN I SEE JEAN.

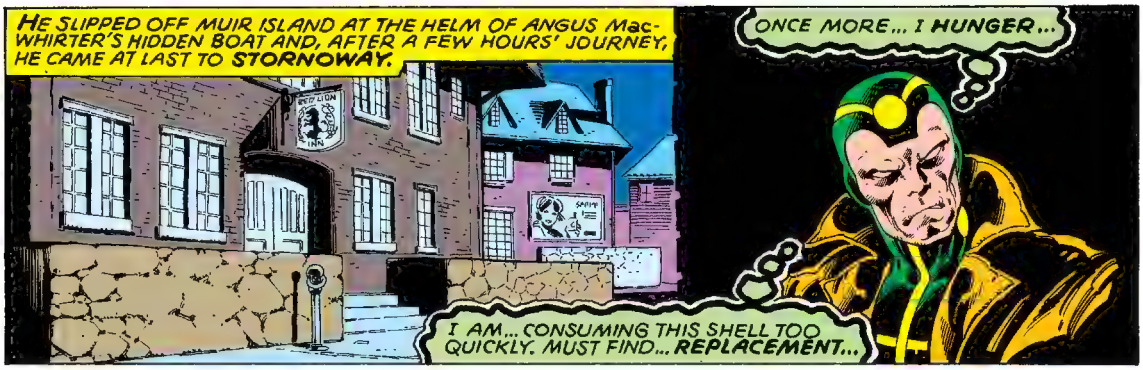

WITH EACH STEP, THE EMOTIONS HE'S DAMMED UP FOR SO LONG THREATEN TO BUST WIDE OPEN.
HE KNOWS HE MUST LOCK THEM DOWN, OR BREAK.
HE THOUGHT SHE WAS THE WOMAN HE LOVED... BUT NOW...?
JEAN?


SHE'S ALIVE-- BUT IN SHOCK, JUST LIKE LORNA.
NEITHER OF THEM ARE PUSHOVERS. WHATEVER HIT THEM MUST HAVE BEEN PRETTY IMPRESSIVE.
HOLD IT! SHE'S COMING 'ROUND!
A VOICE CALLS TO HER...
...GENTLY PULLING HER OUT OF THE DARKNESS.
JASON, I KNEW... IT WAS... YOU.....
SHE SMILES-- SAFE, CONTENT--
-- FOR THE VOICE, AND THE FACE, ARE THOSE OF THE MAN SHE LOVES.
JASON?!
THEN, THE DARKNESS CLAIMS HER ONCE MORE, AND SHE SLEEPS.
HER DREAMS ARE TROUBLED.


IT'S MID-AFTERNOON WHEN CYCLOPS GATHERS EVERYONE TO PLAN THEIR NEXT MOVES... AFTER A DAY SPENT SCOURING THE ISLAND IN VAIN FOR EVEN A TRACE OF THE ESCAPED MUTANT X.
OF THOSE WHO'D EARLIER FACED HIM DIRECTLY, JAMIE MADROX HAD SUFFERED THE MOST.
CALLED THE "MULTIPLE MAN"... BECAUSE OF HIS MUTANT POWER TO CREATE SUPER-POWERED CLONES OF HIMSELF... JAMIE HAD ONCE BEEN OFFERED A PLACE IN THE X-MEN BY PROFESSOR X--


-- BUT HE'D PREFERRED TO HELP MOIRA RUN HER RESEARCH CENTRE INSTEAD.
WHEN THE ALARM SOUNDED, I CREATED A SQUAD OF DUPLICATES...
"... SO HAVOK AND I COULD SEARCH THE LAB MORE QUICKLY. I LEFT ONE OF THEM GUARDING THE HOUSE, JUST IN CASE.
"WHEN I ... HE HEARD LORNA'S SCREAM, HE RUSHED IN TO HELP HER.
"SHE'D FIRED A MAGNETIC FORCE BOLT AT MUTANT X-- THAT'S WHAT BLEW THE LIGHTS-- BUT IT HADN'T DONE ANY GOOD.
"MY DUPLICATE TACKLED HIM.
"AND SUDDENLY, I FELT AS IF MY SOUL WAS BEING TORN OUT OF ME.

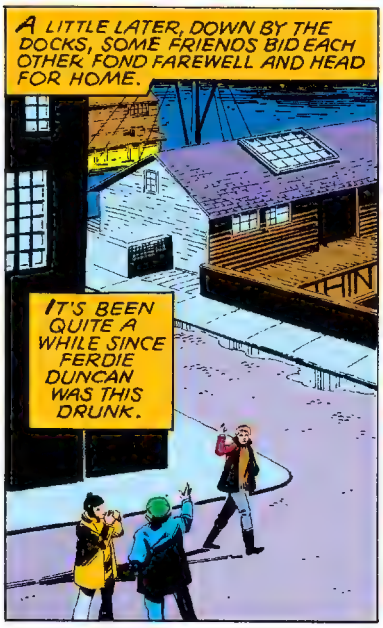
I... I COULDN'T STOP HIM, MOIRA.
I DOUBT ANYTHING HUMAN CAN, JAMIE-LUV.
YOU DID YOUR BEST, LAD. YOUR DUPLICATE'S SACRIFICE SAVED LORNA'S LIFE.
WHAT'RE WE WAITIN' FOR, TROOPS? THE DAY AIN'T GETTIN' ANY YOUNGER.
LET'S GET AFTER THE SUCKER.
SIT DOWN, WOLVERINE. WE'RE GOING NOWHERE--YET.
WHAT'S'A MATTER, BUB--YOU SCARED?
YES! YOU KNOW WHAT JEAN AND LORNA CAN DO--AND JAMIE ONCE HELD HIS OWN AGAINST THE ENTIRE FANTASTIC FOUR*--YET MUTANT X BEAT THEM ALL. EASILY.
*GIANT-SIZE F.F.#4.--ROG.
WE HAVE TO KNOW WHO MUTANT X IS. WHAT HIS POWERS ARE--HIS STRENGTHS, WEAKNESSES, NEEDS... HOW HE THINKS AND FEELS.
IT COULD MAKE THE DIFFERENCE BETWEEN VICTORY OR DEFEAT, LIFE OR DEATH. YOU KNOW I'M RIGHT, WOLVERINE.
I KNOW--BUT I DON'T HAVETA LIKE IT!
SKRAK!
I'VE CHECKED THE FILES, MOIRA. THERE'S NOTHING ON MUTANT X.
IT'S A PRIVATE MATTER, SCOTT.
"WAS" A PRIVATE MATTER.
KLATCH
HE'S KILLED, MOIRA--HE'LL KILL AGAIN. YOU'VE GOT TO HELP US, BEFORE IT'S TOO LATE!
IT WAS TOO LATE THE DAY HE WAS BORN.
WHO IS MUTANT X, MOIRA?
HE'S... MY SON.


HE SLIPPED OFF MUIR ISLAND AT THE HELM OF ANGUS MacWHIRTER'S HIDDEN BOAT AND, AFTER A FEW HOURS' JOURNEY, HE CAME AT LAST TO STORNOWAY.
ONCE MORE... I HUNGER...
I AM... CONSUMING THIS SHELL TOO QUICKLY. MUST FIND... REPLACEMENT...

SUDDENLY, THE DOOR OF THE RED LION INN IS FLUNG WIDE, AND JASON WYNGARDE STEPS OUT INTO THE COOL, NIGHT AIR.
INN
LIKE MUTANT X, HE'S A MAN OF MANY SHAPES AND FACES--
--A MAN WHOSE SOUL IS AS BLACK AS THE DEVIL'S OWN.

HE HAS MADE HIMSELF THE MAN OF JEAN GREY'S DREAMS. SOON NOW, HE PLANS TO WIN HER LOVE...
...AND, THROUGH THAT LOVE, BIND HER TO HIM.
THAT IS, ASSUMING HE LIVES...

WHAT--?!?
IT... CANNOT BE! HE HAS SOME KIND OF... PSYCHIC SHIELD-- BLUNTING MY ATTACK. I AM... TOO WEAK TO SMASH THROUGH.
MUST LET... THIS PREY... ESCAPE!


A LITTLE LATER, DOWN BY THE DOCKS, SOME FRIENDS BID EACH OTHER FOND FAREWELL AND HEAD FOR HOME.
IT'S BEEN QUITE A WHILE SINCE FERDIE DUNCAN WAS THIS DRUNK.

HE KNOWS HIS WIFE WILL READ HIM THE RIOT ACT THE MOMENT HE WALKS IN THE DOOR.

HE'S WRONG.

HE'LL NEVER SEE HIS HOME, OR WIFE, AGAIN.
EXCELLENT. THIS SHELL IS YOUNG... STRONG...
IT WILL SERVE ME WELL.

NO ONE ON MUIR ISLAND GETS MUCH SLEEP THAT NIGHT, AND THEY'RE ON THE MOVE BEFORE DAWN, FIRST TO STORNOWAY -- AFTER HEARING POLICE REPORTS ON THE DISCOVERY OF ANGUS MacWHIRTER'S LAUNCH AND THE MUMMIFIED REMAINS OF THE MADROX-CLONE --

-- AND THEN, ACROSS THE NORTH MINCH TO SCOTLAND ITSELF.

I THINK IT'S SAFE TO ASSUME THAT MUTANT X CROSSED OVER HERE. HE'S ON THE RUN... THE BEST PLACE FOR HIM TO HIDE -- WHERE HE CAN STILL FIND A CONTINUOUS SUPPLY OF HOST BODIES -- IS A BIG CITY.

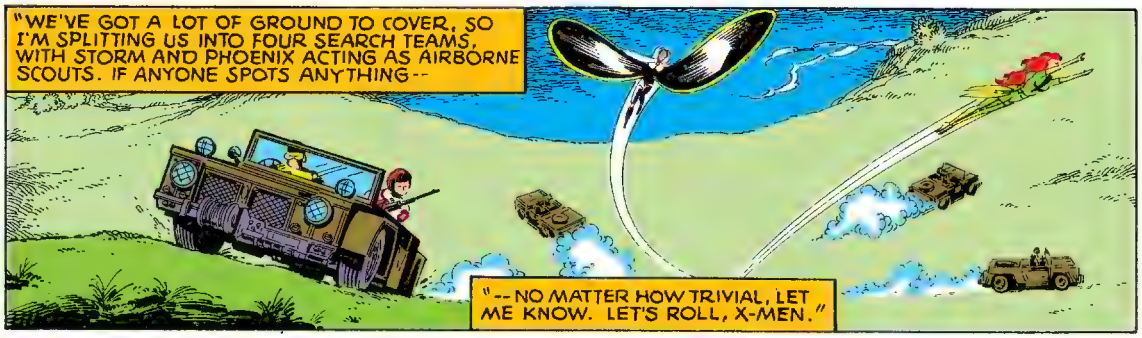
IN SCOTLAND, THAT MEANS INVERNESS, ABERDEEN, GLASGOW AND EDINBURGH.

FINDING HIM WON'T BE EASY. WE DON'T KNOW WHAT HE LOOKS LIKE NOW, HOW HE'S TRAVELLING -- OR WHICH WAY -- OR HOW MUCH OF A HEAD START HE'S GOT.

WORSE, HE DOESN'T SEEM TO REGISTER ON CEREBRO, OR ANY OTHER MECHANICAL SENSOR.

"WE'VE GOT A LOT OF GROUND TO COVER, SO I'M SPLITTING US INTO FOUR SEARCH TEAMS, WITH STORM AND PHOENIX ACTING AS AIRBORNE SCOUTS. IF ANYONE SPOTS ANYTHING --

"-- NO MATTER HOW TRIVIAL, LET ME KNOW. LET'S ROLL, X-MEN."

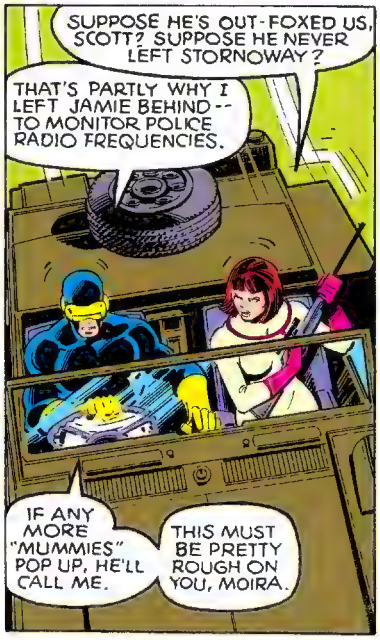


SUPPOSE HE'S OUT-FOXED US, SCOTT? SUPPOSE HE NEVER LEFT STORNOWAY?

THAT'S PARTLY WHY I LEFT JAMIE BEHIND -- TO MONITOR POLICE RADIO FREQUENCIES.

IF ANY MORE "MUMMIES" POP UP, HE'LL CALL ME.

THIS MUST BE PRETTY ROUGH ON YOU, MOIRA.



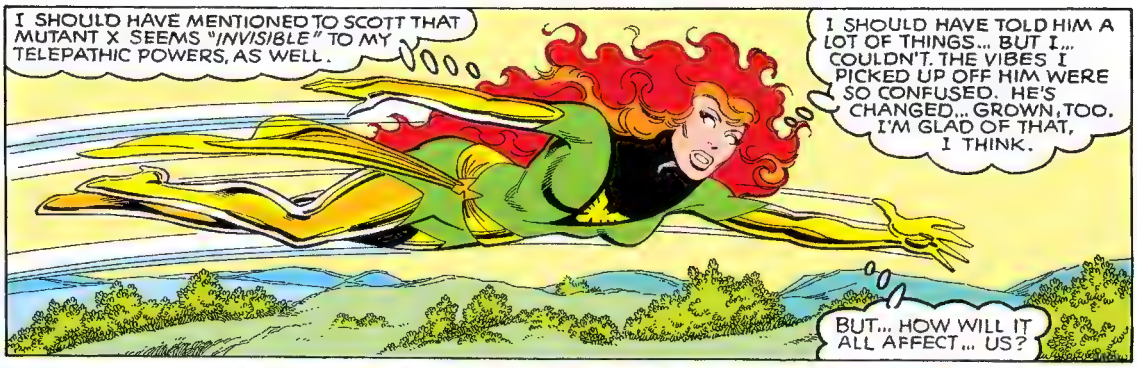
AYE. HE WAS A BEAUTIFUL BABY, Y'KNOW. I HATED HIS FATHER, BUT I LOVED HIM. I... STILL DO.

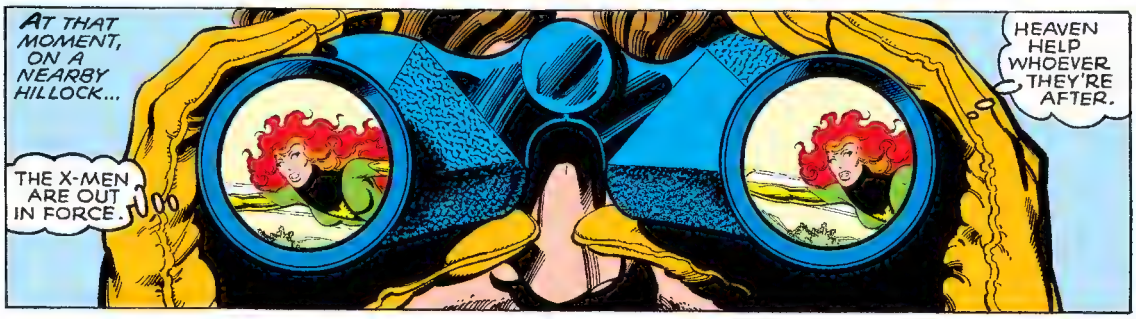
WHEN HIS MUTANT POWER EMERGED -- CHANGING HIM -- I TRIED TO FIND A CURE.

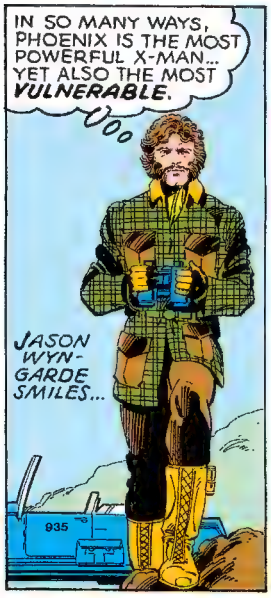
I FAILED.

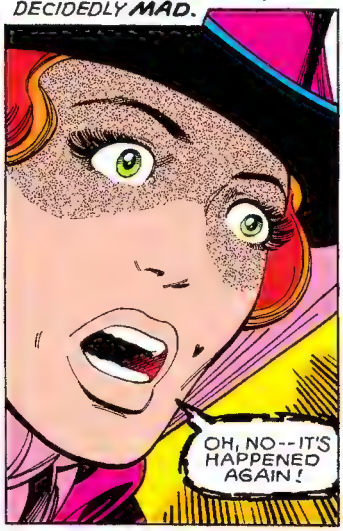
HE HAS TWO FUNDAMENTAL WEAKNESSES: HIS CONSTANT NEED FOR NEW HOST BODIES -- AND METAL.

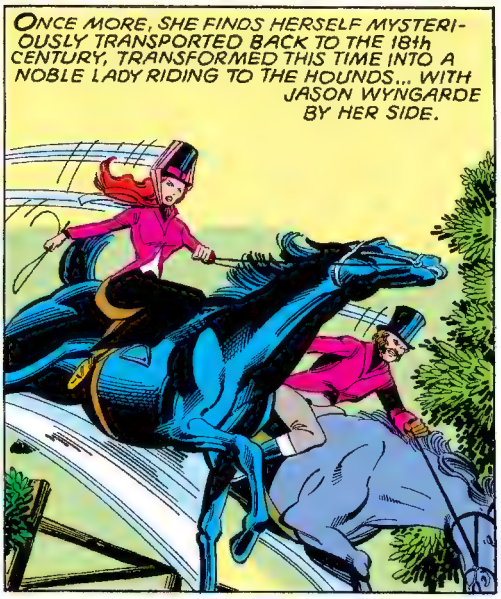
HE CAN'T ABIDE NON-ORGANIC MATERIALS... METAL CAN IMPRISON MUTANT X -- OR DESTROY HIM.

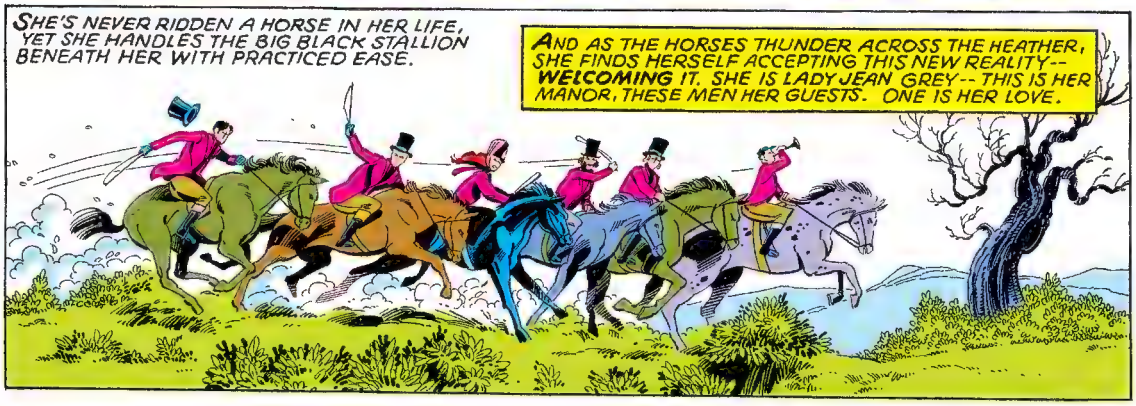

I SHOULD HAVE MENTIONED TO SCOTT THAT MUTANT X SEEMS "INVISIBLE" TO MY TELEPATHIC POWERS, AS WELL.
I SHOULD HAVE TOLD HIM A LOT OF THINGS... BUT I... COULDN'T. THE VIBES I PICKED UP OFF HIM WERE SO CONFUSED. HE'S CHANGED... GROWN, TOO. I'M GLAD OF THAT, I THINK.
BUT... HOW WILL IT ALL AFFECT... US?


AT THAT MOMENT, ON A NEARBY HILLOCK...
THE X-MEN ARE OUT IN FORCE.
HEAVEN HELP WHOEVER THEY'RE AFTER.


IN SO MANY WAYS, PHOENIX IS THE MOST POWERFUL X-MAN... YET ALSO THE MOST VULNERABLE.
JASON WYN-GARDE SMILES...
935


... AND, FOR THE SECOND TIME IN AS MANY DAYS, PHOENIX' WORLD GOES SUDDENLY, DECIDEDLY MAD.
OH, NO--IT'S HAPPENED AGAIN!


ONCE MORE, SHE FINDS HERSELF MYSTERIOUSLY TRANSPORTED BACK TO THE 18th CENTURY, TRANSFORMED THIS TIME INTO A NOBLE LADY RIDING TO THE HOUNDS... WITH JASON WYNGARDE BY HER SIDE.


SHE'S NEVER RIDDEN A HORSE IN HER LIFE, YET SHE HANDLES THE BIG BLACK STALLION BENEATH HER WITH PRACTICED EASE.
AND AS THE HORSES THUNDER ACROSS THE HEATHER, SHE FINDS HERSELF ACCEPTING THIS NEW REALITY-- WELCOMING IT. SHE IS LADY JEAN GREY-- THIS IS HER MANOR, THESE MEN HER GUESTS. ONE IS HER LOVE.

SHE SOON OUTSTRIPS THE OTHERS, BECOMING THE FIRST TO REACH THEIR PREY.
WHOA, SATAN-- WHOA!
SIR JASON-- THE DOGS!
I'LL DEAL WITH 'EM, MILADY.
HER PULSE QUICKENS AT THE SIGHT AND SOUND OF HIM, HER THOUGHTS TURNING TO THE DAYS--AND NIGHTS--TO COME.
SIR JASON WYNGARDE... MASTER OF THE HUNT!
BACK, YOU CURS! BACK, I SAY!
Y-YIPE
WE'RE FORTUNATE INDEED, MILADY. THE BEAST STILL LIVES.
AS THE FIRST TO RUN IT TO GROUND, TO YOU GOES THE HONOR OF ADMINISTERING THE COUP DE GRACE!
THANK YOU, SIR JASON.
I CAN'T REMEMBER WHEN I'VE HAD FINER SPORT, MILADY. IT WAS A MASTER-STROKE OF YOURS...
... SUGGESTING WE HUNT A MAN PLAYING THE ROLE OF STAG, RATHER THAN THE ANIMAL ITSELF.
A... MAN?!
AS SUDDENLY, AS FRIGHTENINGLY, AS IT BEGAN...
... PHOENIX' MADNESS ENDS. FOR A TIME.
A... MAN?!
I WANTED... TO KILL HIM! I WAS ABOUT TO... WHAT'S HAPPENING TO ME?! WHAT AM I BECOMING?!?
WAIT -- THIS BODY! IT'S REAL!

WOLVERINE-- CYCLOPS IS ON THE RADIO! PHOENIX HAS FOUND A BODY, MUMMIFIED LIKE MacWHIRTER'S.
GOODY FER THEM. KEEP THE NOISE DOWN, huh?
I GOT ENOUGH HASSLES FOLLOWIN' THIS TRAIL AS IT IS, WITHOUT YOU DISTRACTIN' ME.
TRAIL?! CYCLOPS SAYS THE BODY IS FRESH -- MUTANT X MUST HAVE ONLY RECENTLY ABANDONED IT. AND IT'S OVER TEN MILES AWAY.
HOW COULD HE HAVE GOTTEN FROM THERE TO HERE SO QUICKLY?
MY NOSE DON'T LIE, PAL. THOSE BODIES "X" POSSESSES GIVE OFF A DISTINCTIVE SCENT... PICKED IT UP JUST BEFORE WE HIT THIS FLAMIN' FOG, BEEN FOLLOWIN' IT EVER SINCE.
AN' TA ANSWER YER QUESTION, HE'S GETTIN' AROUND THE SAME WAY WE ARE. IN A...
POLICE
HOLD IT, LADDIE!
...CAR? WHAT THE--?!
A COP! WHERE'D HE COME FROM?! I SHOULD HAVE SPOTTED HIS... SCENT!
HEY--WE'VE BEEN TRACKIN' A LONE MAN IN A CAR.
WHO EVER SAID MUTANT X COULDN'T ZAP A COP?!
'CRAWLER! TROUBLE!
INCREDIBLE! YOU'VE SEEN THROUGH MY DECEPTION. BUT THAT WILL DO YOU NO GOOD.
SPARE YOURSELF NEEDLESS PAIN, LITTLE MAN. THIS WILL BE OVER BEFORE YOU KNOW IT.
ENERGY FLARES BETWEEN THE TWO MEN, AND WOLVERINE FINDS HIMSELF DROWNING IN MUTANT X'S PSYCHE.
HE FIGHTS DESPERATELY, BUT IT'S NO USE--HE HAS BARELY SECONDS OF LIFE LEFT.
AND THEN...
YEARRRGH

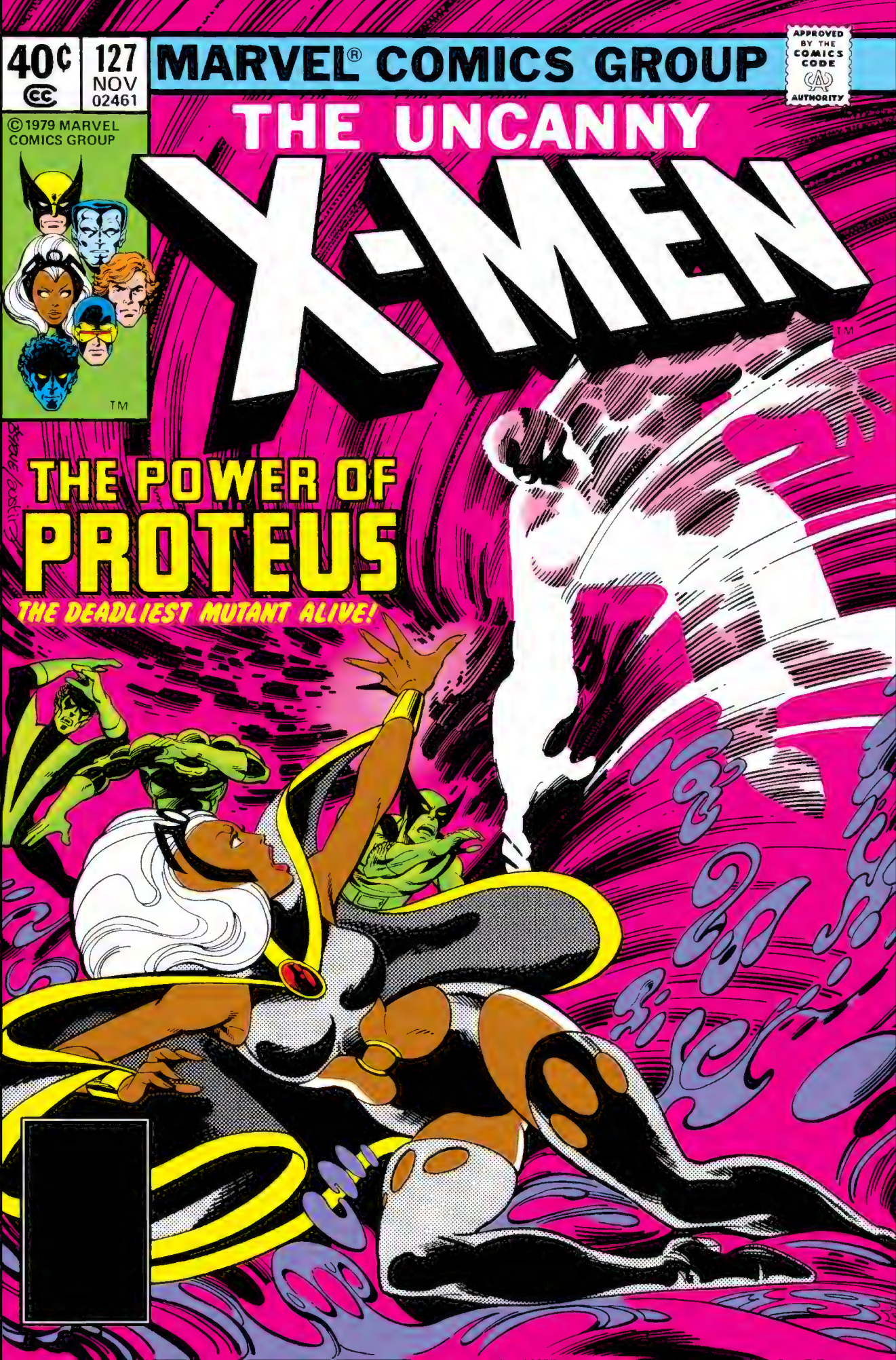
DIMLY, WOLVERINE REGISTERS THAT IT WASN'T REALLY HE WHO SCREAMED, BUT MUTANT X-- THAT THE ROGUE MUTANT IS FLEEING HIS BODY IN A NEAR PANIC.
METAL!
THIS X-MAN'S FULL OF METAL. ALIEN-- DEADLY-- TO ME!
IT AIN'T JUST METAL, SWEETHEART. I GOT A SKELETON MADE OF ABOUT THREE MILLION BUCKS WORTH OF ADAMANTIUM.
BUT IF YOU THINK MY BONES ARE DEADLY--GET A LOAD OF MY CLAWS!
SNIKT
WOLVERINE, I HEARD YOUR CRY--WHAT--?!
MEIN GOTT, ARE YOU INSANE?! YOU'RE ATTACKING A POLICE OFFICER!
STAY OUTTA THIS, ELF-- YOU'LL JUST GET IN MY WAY!
TELL CYKE WE JUST CORNERED MUTANT X, AN' THAT I'M ABOUT TA PUT MOIRA'S DARLIN' BOY OUTTA ACTION-- PERMANENTLY!
ARE YOU, WOLVERINE?
I... THINK NOT.
YOU CALL ME MUTANT X, BUT I'VE A BETTER NAME! I... AM... PROTEUS--
"--THE MUTANT WHO MASTERS REALITY!"
IMAGINE A WORLD WHERE NO RULES EXIST...
... WHERE THERE IS NO NATURAL ORDER, WHERE NOTHING IS THE SAME FROM ONE MOMENT TO THE NEXT.

MY BODY--IT'S BREAKING UP AND DRIFTING APART!
IS... THIS REALLY HAPPENING--OR IS IT ALL IN MY MIND?!
BAD AS THINGS ARE FOR NIGHTCRAWLER, THEY'RE INFINITELY WORSE FOR WOLVERINE, WHOSE BEING IS GROUNDED IN A PHYSICAL STRUCTURE THAT NO LONGER EXISTS, IS DEFINED BY SENSES THAT ARE ALL NOW LYING TO HIM.
HE TRIES TO HOLD ON...
...ONLY TO FIND NOTHING--WITHIN OR WITHOUT HIM--TO HOLD ON TO.
NIGHTCRAWLER DOES HIS BEST TO REASSURE HIS FRIEND...
...UNAWARE THAT--THANKS TO PROTEUS--WOLVERINE PERCEIVES HIS WORDS AS DROPS OF ORANGE RAIN.
I NEED... PRACTICE IN THE USE OF MY ABILITY TO WARP THE VERY FABRIC OF REALITY. YOU TWO X-MEN MAKE FITTING GUINEA PIGS.
AWAY FROM THEM, MONSTER!
WHILE STORM LIVES, YOU'LL HARM NO ONE!
HER ATTACK IS SAVAGE, CATCHING PROTEUS COMPLETELY BY SURPRISE, HER MASSIVE LIGHTNING STRIKE CHEWING UP THE LANDSCAPE AROUND HIM.
SHOCK--AND FEAR--PROMPT HIM TO SNAP REALITY BACK...

...TO NORMAL.
THAT POLICEMAN MUST BE MUTANT X. I CAN'T ATTACK HIM DIRECTLY--
POLICE
--EVIL THOUGH HE IS, HE IS ALSO A LIVING BEING. I WILL NOT TAKE HIS LIFE.
BUT I CAN PREVENT HIS ESCAPE.
POLICE
SKRAM
MY CAR!
EXPLOSION-- CAUSED ME PAIN!
YOU'LL PAY FOR THAT, WITCH!
STORM NEVER HAS A CHANCE, AS PROTEUS' POWER LASHES OUT AT HER. ONE INSTANT, EVERYTHING IS FINE...
OH!!
THWUD
THE NEXT, SHE'S UPSIDE-DOWN, AND THE GROUND HAS JUMPED UP TO SLAP HER IN THE FACE.
I CANNOT POSSESS WOLVERINE'S SHELL, AND NIGHTCRAWLER'S APPEARANCE MAKES HIM USELESS TO ME...
... BUT YOU, WOMAN, ARE PERFECT.
SHOULDER-- I THINK IT'S SPRAINED. CAN'T RISK... FLYING--
-- MUTANT X COULD EASILY MAKE ME SMASH INTO THE GROUND AGAIN, OR WORSE.
ALSO-- I CAN'T LEAVE WOLVERINE AND NIGHTCRAWLER AT HIS MERCY.
NO CHOICE -- I HAVE TO MAKE A STAND. I'M TOO GROGGY TO GENERATE LIGHTNING.
I'LL TRY WIND, INSTEAD.
THE TEMPEST SEEMS TO SPRING UP OUT OF NOWHERE. AT STORM'S DIRECTION, HUNDRED-MILE-PER-HOUR WINDS HURL THEMSELVES DOWN THE TINY VALLEY TOWARDS PROTEUS.

BUT ALTHOUGH STORM FOCUSES HER GALE AS TIGHTLY AS SHE CAN, PROTEUS ISN'T THE ONLY ONE CAUGHT IN ITS PATH.
WOLVERINE, STORM'S HURT! WE'VE GOT TO HELP HER!
WE CAN'T, PAL!
STAY WHERE YOU ARE, BOTH OF YOU -- AND ANCHOR YOURSELVES! THIS WIND WOULD BLOW YOU AWAY BEFORE YOU TOOK TWO STEPS!
HATE TO ADMIT IT, BUT 'RORO'S RIGHT. SHE'S ON HER OWN. ALL WE CAN DO NOW IS DIG IN -- AN' PRAY!
AROUND THEM, THE SURFACE OF THE GLEN IS STRIPPED CLEAN, DOWN TO THE BARE ROCK BY STORM'S TERRIBLE, ELEMENTAL HOLOCAUST.
SHE STRIKES OUT WITH EVERYTHING SHE HAS -- HER FACE GRIM AS SHE REALIZES THAT, THIS TIME, HER BEST WON'T BE GOOD ENOUGH.
FOR, STEP BY INEXORABLE STEP, PROTEUS IS CLOSING IN ON HER. CLOSING IN FOR THE KILL.

NEXT ISSUE **THE QUALITY OF HATRED!**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THE POWER OF
PROTEUS
THE DEADLIEST MUTANT ALIVE!

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS--feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

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THE QUALITY OF HATRED!

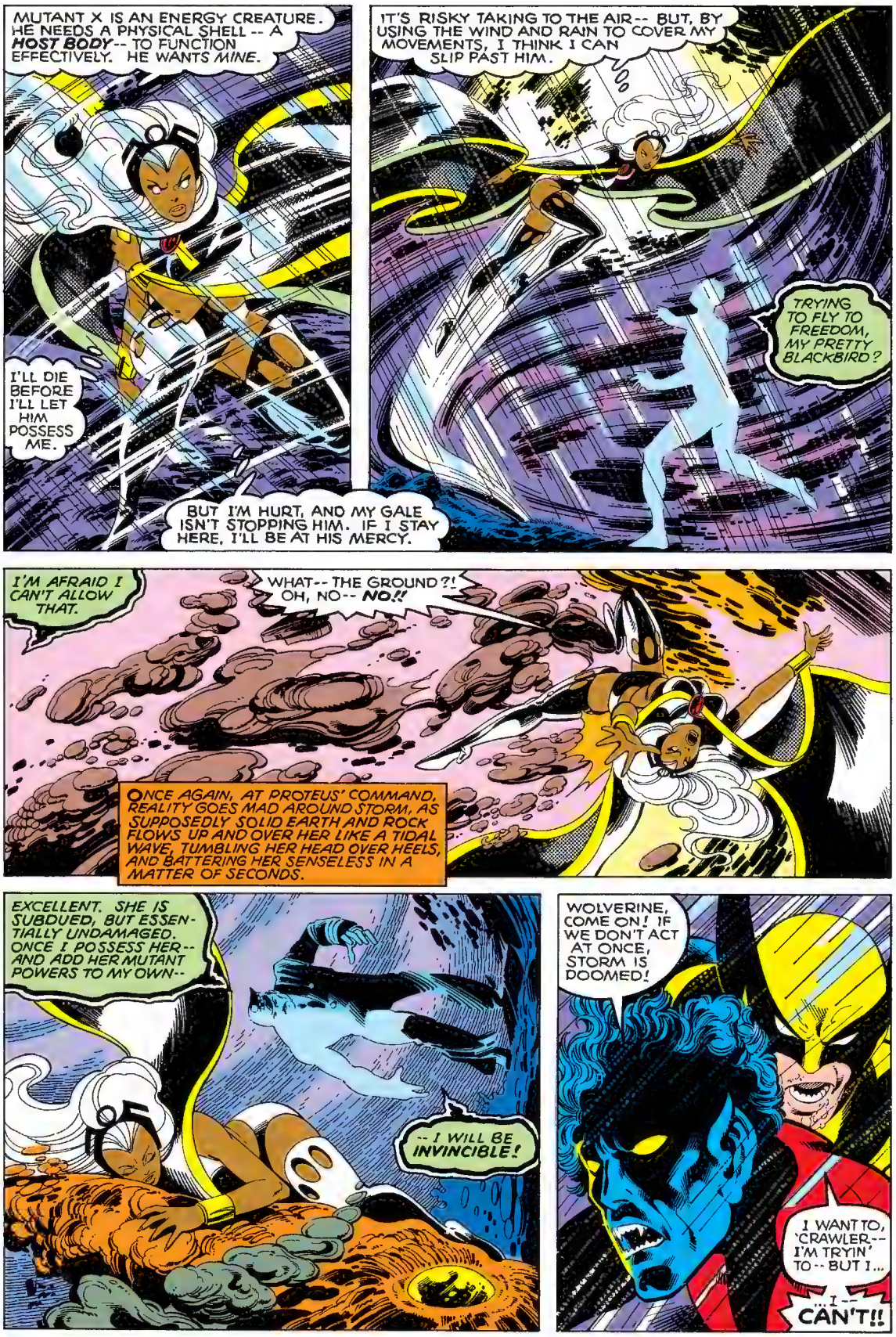
THE HURRICANE WIND IS SO LOUD, NO OTHER SOUND CAN BE HEARD ABOVE ITS SCREAMING, SO STRONG THAT NOTHING LIVING CAN STAND AGAINST IT. IT'S AN ELEMENTAL HOLOCAUST THE LIKES OF WHICH THESE SCOTS HIGHLANDS HAVE NEVER SEEN...

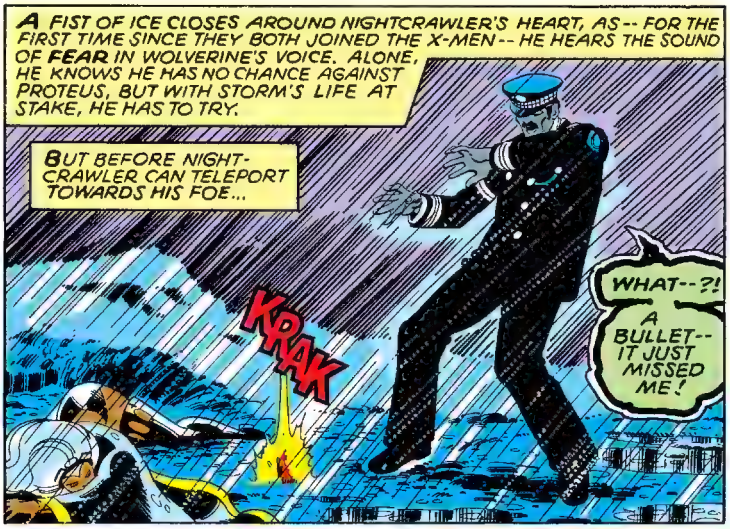
...CREATED BY **STORM** IN A LAST-DITCH ATTEMPT TO SAVE HERSELF, WOLVERINE AND NIGHTCRAWLER FROM CERTAIN DEATH AT THE HANDS OF **MUTANT X**... WHO CALLS HIMSELF **PROTEUS.**

IT-- IT'S NO USE!

I'M PUSHING MY POWERS TO THE LIMIT, BUT I'M NOT EVEN SLOWING HIM DOWN.

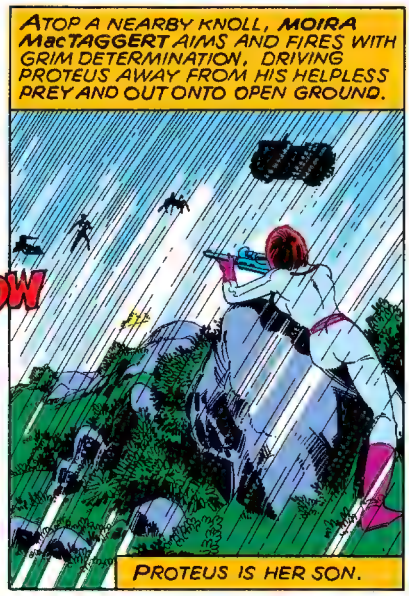
LG549

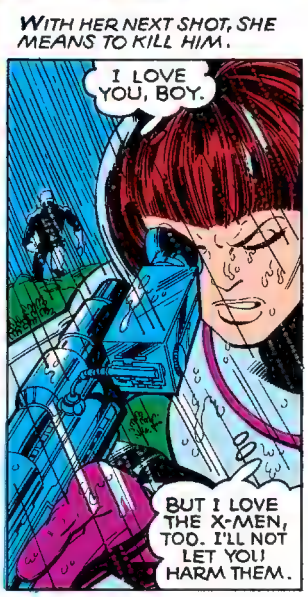

MUTANT X IS AN ENERGY CREATURE. HE NEEDS A PHYSICAL SHELL -- A HOST BODY-- TO FUNCTION EFFECTIVELY. HE WANTS MINE.
I'LL DIE BEFORE I'LL LET HIM POSSESS ME.
BUT I'M HURT, AND MY GALE ISN'T STOPPING HIM. IF I STAY HERE, I'LL BE AT HIS MERCY.
IT'S RISKY TAKING TO THE AIR-- BUT, BY USING THE WIND AND RAIN TO COVER MY MOVEMENTS, I THINK I CAN SLIP PAST HIM.
TRYING TO FLY TO FREEDOM, MY PRETTY BLACKBIRD?
I'M AFRAID I CAN'T ALLOW THAT.
WHAT-- THE GROUND?! OH, NO-- NO!!
ONCE AGAIN, AT PROTEUS' COMMAND, REALITY GOES MAD AROUND STORM, AS SUPPOSEDLY SOLID EARTH AND ROCK FLOWS UP AND OVER HER LIKE A TIDAL WAVE, TUMBLING HER HEAD OVER HEELS, AND BATTERING HER SENSELESS IN A MATTER OF SECONDS.
EXCELLENT. SHE IS SUBDUED, BUT ESSENTIALLY UNDAMAGED. ONCE I POSSESS HER-- AND ADD HER MUTANT POWERS TO MY OWN--
-- I WILL BE INVINCIBLE!
WOLVERINE, COME ON! IF WE DON'T ACT AT ONCE, STORM IS DOOMED!
I WANT TO, 'CRAWLER-- I'M TRYIN' TO-- BUT I...
...I-- CAN'T!!

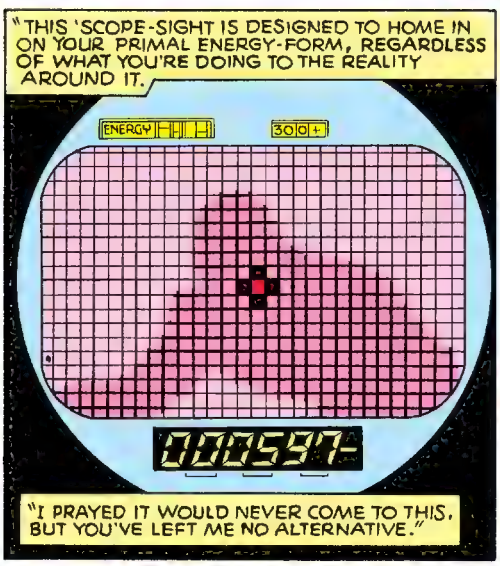

A FIST OF ICE CLOSES AROUND NIGHTCRAWLER'S HEART, AS -- FOR THE FIRST TIME SINCE THEY BOTH JOINED THE X-MEN -- HE HEARS THE SOUND OF FEAR IN WOLVERINE'S VOICE. ALONE, HE KNOWS HE HAS NO CHANCE AGAINST PROTEUS, BUT WITH STORM'S LIFE AT STAKE, HE HAS TO TRY.
BUT BEFORE NIGHT-CRAWLER CAN TELEPORT TOWARDS HIS FOE...
KRAK
WHAT--?!
A BULLET-- IT JUST MISSED ME!

A SNIPER -- BUT WHERE?! CURSE THIS SHE-MUTANT! SHE'S UNCONSCIOUS, BUT THE STORM SHE CREATED STILL RAGES!
I CAN'T SEE A THING AROUND ME!

BUT, FOR MY REALITY-WARPING POWER TO BE EFFECTIVE, I MUST BE IN VISUAL CONTACT WITH MY TARGET.
BYEOW
VIP
VIP
MORE BULLETS! THEY'RE METAL-- AND METAL CAN DESTROY ME!

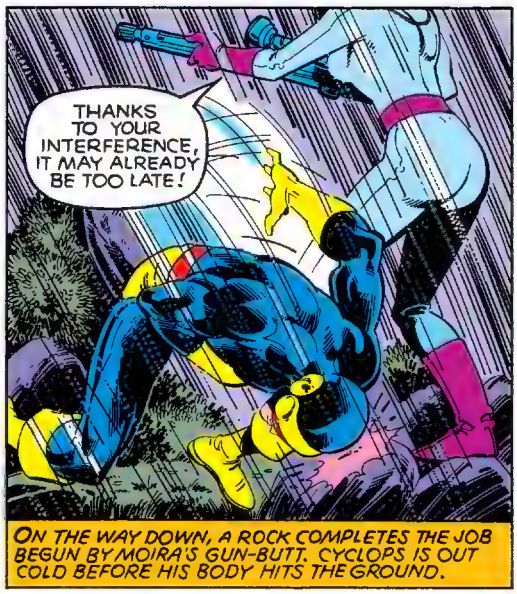

ATOP A NEARBY KNOLL, MOIRA MacTAGGERT AIMS AND FIRES WITH GRIM DETERMINATION, DRIVING PROTEUS AWAY FROM HIS HELPLESS PREY AND OUT ONTO OPEN GROUND.
PROTEUS IS HER SON.

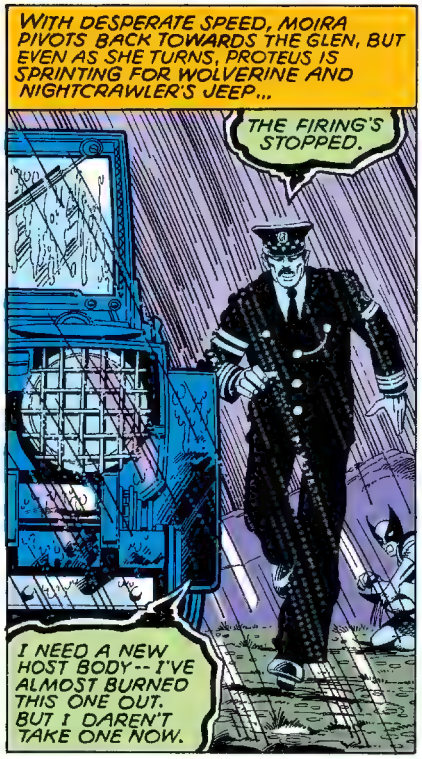

WITH HER NEXT SHOT, SHE MEANS TO KILL HIM.
I LOVE YOU, BOY.
BUT I LOVE THE X-MEN, TOO. I'LL NOT LET YOU HARM THEM.

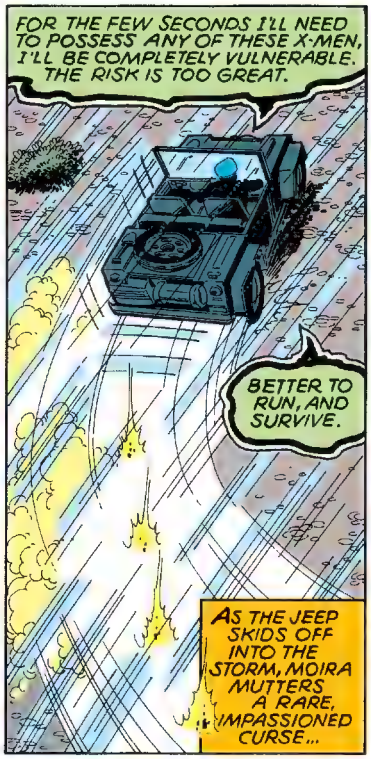

"THIS 'SCOPE-SIGHT IS DESIGNED TO HOME IN ON YOUR PRIMAL ENERGY-FORM, REGARDLESS OF WHAT YOU'RE DOING TO THE REALITY AROUND IT.
ENERGY
3001+
000597-
"I PRAYED IT WOULD NEVER COME TO THIS, BUT YOU'VE LEFT ME NO ALTERNATIVE."

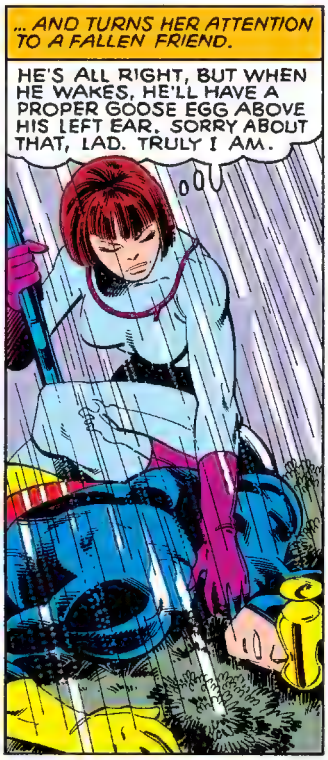
MOIRA-- NO!
WHAT DO YOU THINK YOU'RE DOING?!
BDAM
CYCLOPS! YOU BLOODY FOOL--YOU'VE SPOILED MY SHOT!

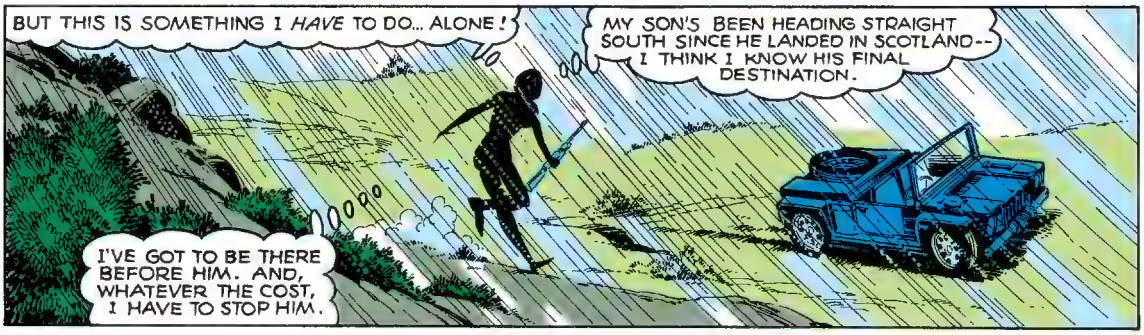
SHOT AT WHO--MUTANT X? HAVE YOU GONE CRAZY, WOMAN?! THE X-MEN ARE OUT TO CAPTURE HIM, NOT KILL --
WHOUUFFF!!
I'M NOT PLAYIN' BY YOUR RULES, SCOTT, NOT THIS TIME.
AND I CAN'T AFFORD THE TIME TO ARGUE, OR EXPLAIN.

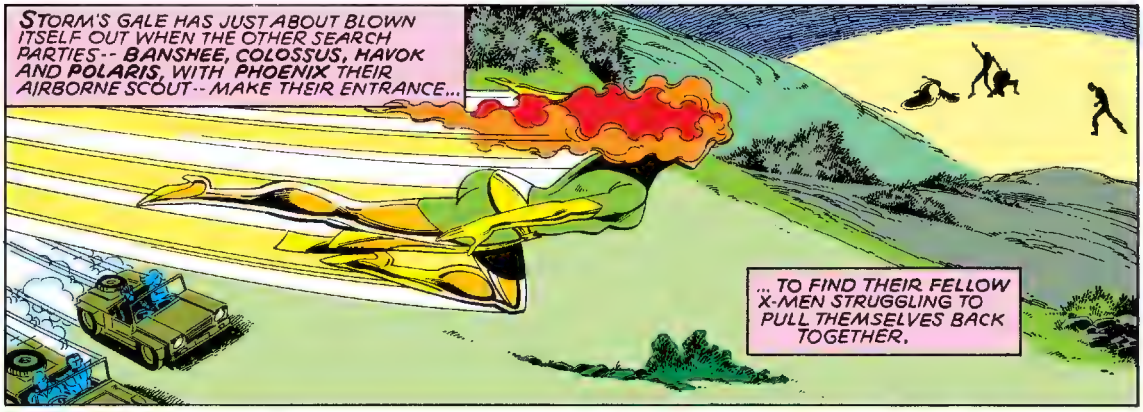

THANKS TO YOUR INTERFERENCE, IT MAY ALREADY BE TOO LATE!
ON THE WAY DOWN, A ROCK COMPLETES THE JOB BEGUN BY MOIRA'S GUN-BUTT. CYCLOPS IS OUT COLD BEFORE HIS BODY HITS THE GROUND.

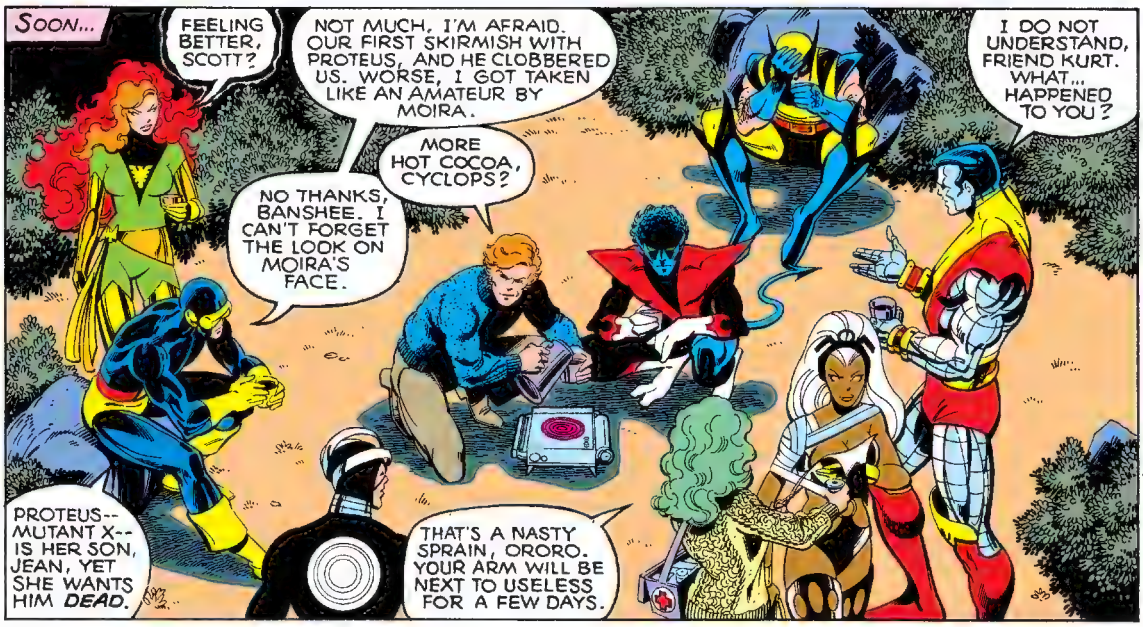

WITH DESPERATE SPEED, MOIRA PIVOTS BACK TOWARDS THE GLEN, BUT EVEN AS SHE TURNS, PROTEUS IS SPRINTING FOR WOLVERINE AND NIGHTCRAWLER'S JEEP...
THE FIRING'S STOPPED.
I NEED A NEW HOST BODY--I'VE ALMOST BURNED THIS ONE OUT. BUT I DAREN'T TAKE ONE NOW.

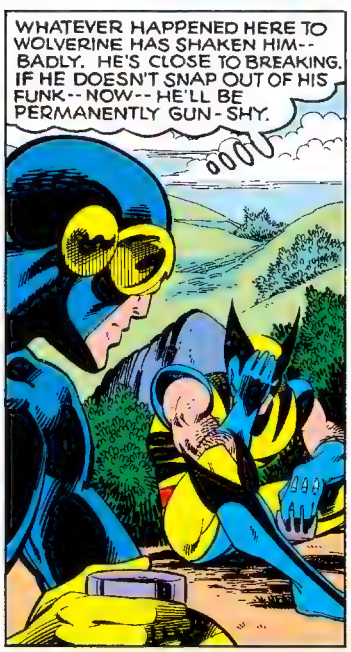

FOR THE FEW SECONDS I'LL NEED TO POSSESS ANY OF THESE X-MEN, I'LL BE COMPLETELY VULNERABLE. THE RISK IS TOO GREAT.
BETTER TO RUN, AND SURVIVE.
AS THE JEEP SKIDS OFF INTO THE STORM, MOIRA MUTTERS A RARE, IMPASSIONED CURSE...


... AND TURNS HER ATTENTION TO A FALLEN FRIEND.
HE'S ALL RIGHT, BUT WHEN HE WAKES, HE'LL HAVE A PROPER GOOSE EGG ABOVE HIS LEFT EAR. SORRY ABOUT THAT, LAD. TRULY I AM.


BUT THIS IS SOMETHING I HAVE TO DO... ALONE!
MY SON'S BEEN HEADING STRAIGHT SOUTH SINCE HE LANDED IN SCOTLAND--I THINK I KNOW HIS FINAL DESTINATION.
I'VE GOT TO BE THERE BEFORE HIM. AND, WHATEVER THE COST, I HAVE TO STOP HIM.


STORM'S GALE HAS JUST ABOUT BLOWN ITSELF OUT WHEN THE OTHER SEARCH PARTIES -- BANSHEE, COLOSSUS, HAVOK AND POLARIS, WITH PHOENIX THEIR AIRBORNE SCOUT -- MAKE THEIR ENTRANCE...
... TO FIND THEIR FELLOW X-MEN STRUGGLING TO PULL THEMSELVES BACK TOGETHER.

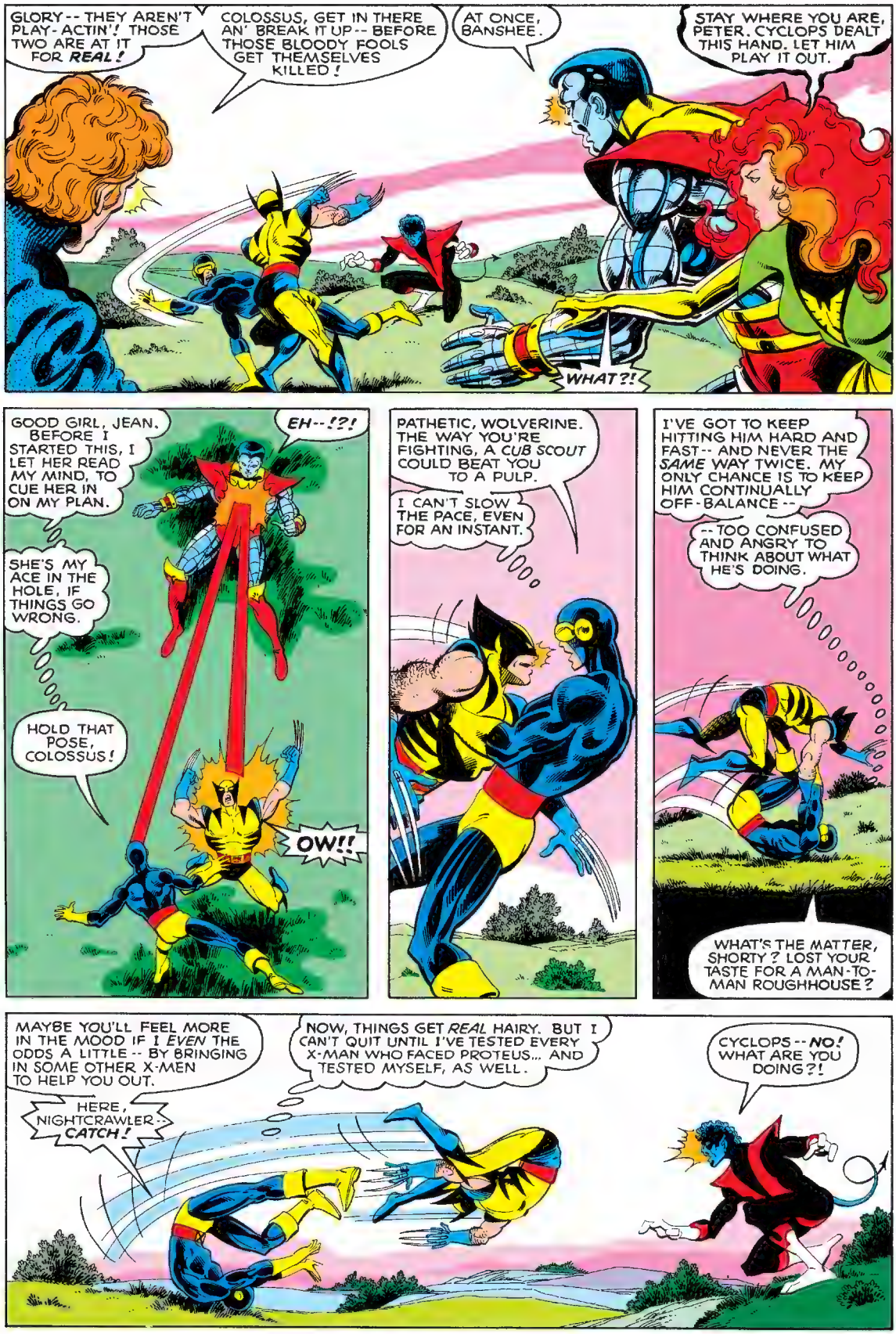

SOON...
FEELING BETTER, SCOTT?
NOT MUCH, I'M AFRAID. OUR FIRST SKIRMISH WITH PROTEUS, AND HE CLOBBERED US. WORSE, I GOT TAKEN LIKE AN AMATEUR BY MOIRA.
I DO NOT UNDERSTAND, FRIEND KURT. WHAT... HAPPENED TO YOU?
MORE HOT COCOA, CYCLOPS?
NO THANKS, BANSHEE. I CAN'T FORGET THE LOOK ON MOIRA'S FACE.
PROTEUS -- MUTANT X -- IS HER SON, JEAN, YET SHE WANTS HIM DEAD.
THAT'S A NASTY SPRAIN, ORORO. YOUR ARM WILL BE NEXT TO USELESS FOR A FEW DAYS.

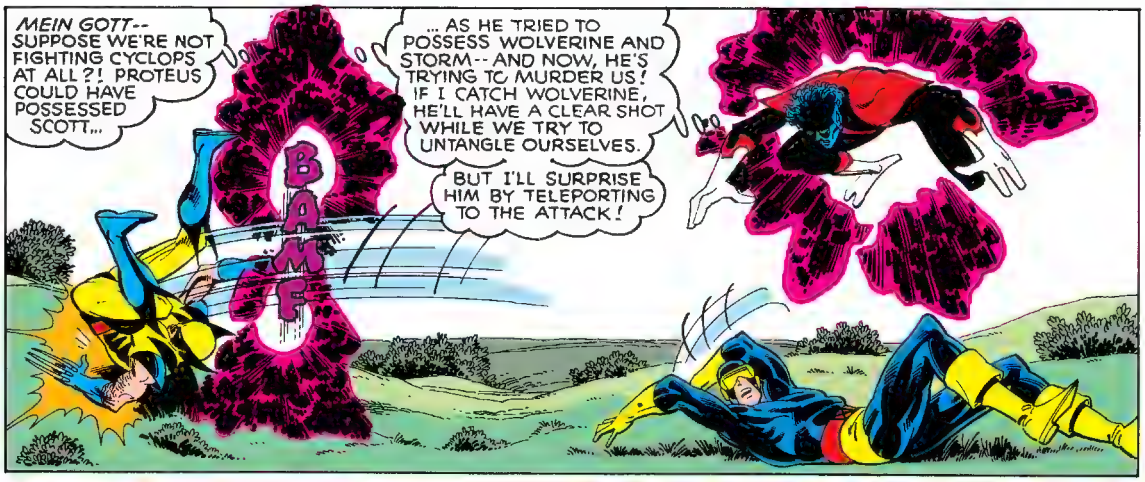

WHATEVER HAPPENED HERE TO WOLVERINE HAS SHAKEN HIM -- BADLY. HE'S CLOSE TO BREAKING. IF HE DOESN'T SNAP OUT OF HIS FUNK -- NOW -- HE'LL BE PERMANENTLY GUN-SHY.

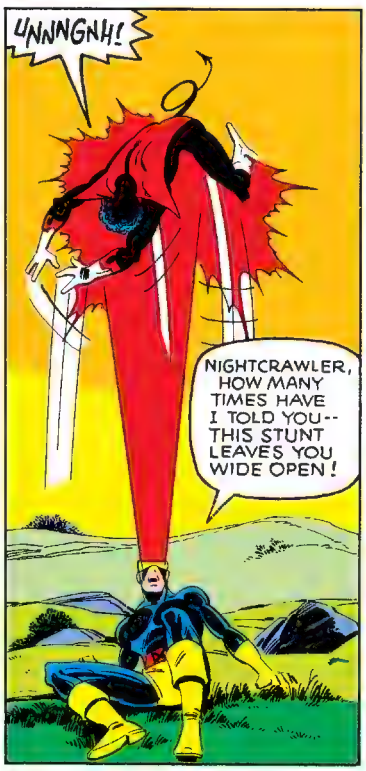
FOR WOLVERINE, THAT'S A FATE WORSE THAN DEATH.
YOU'VE BEEN PRETTY QUIET, SHORT-STUFF.
I G-GOT N-N-NUTHIN' TA SAY.

CYCLOPS, LEAVE HIM BE -- HE'S BEEN THROUGH A LOT TODAY. WE ALL HAVE!
SO? I THINK THE RUNT'S FAKING.

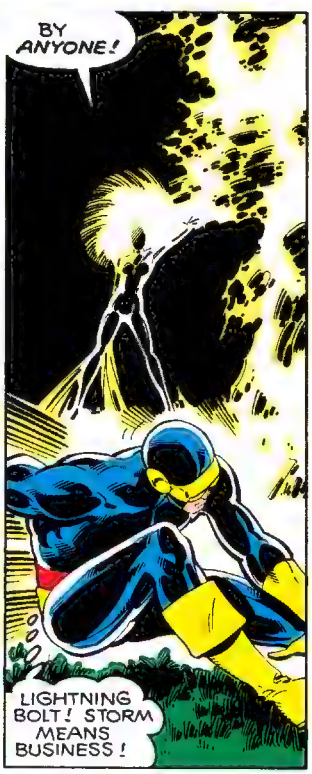
ARE YOU VERRÜCKT--CRAZY?! YOU WEREN'T THERE! YOU HAVE NO IDEA WHAT PROTEUS DID TO HIM -- TO BOTH OF US!
IF IT WAS SO TERRIBLE, HOW COME YOU'RE STILL ON YOUR FEET, WHILE YOUR PSYCHO PLAYMATE IS SHAKING SO HARD HE CAN BARELY SPEAK? HE'S EITHER FAKING--OR GUTLESS!
STAY OUT OF MY WAY, NIGHTCRAWLER, IF YOU KNOW WHAT'S GOOD FOR YOU.
WAS--?!
WE'VE LOCKED HORNS FROM THE BEGINNING, WOLVERINE.
IT'S TIME THINGS WERE SETTLED. THAT IS, IF YOU'RE NOT TOO SCARED TO FIGHT.
HEY--!!
BUB, THE DAY I'M SCARED O' YOU--
--IS THE DAY I'D BETTER LIE DOWN AND DIE!
THAT'S THE SPIRIT, PAL.
HERE HE COMES--NO SUBTLETY TO HIS ATTACK, JUST A HEAD-ON CHARGE.
BIG TALK, MISTER. LET'S SEE YOU PUT YOUR MONEY WHERE YOUR MOUTH IS.
HE'S INCREDIBLY FAST -- AND STRONG. I'VE GOT TO TIME MY EVERY MOVE TO THE SPLIT-SECOND, AND MAKE EACH ONE PERFECT.
KHAN
YOU'RE THE "MAN" WHO WAS GOING TO REPLACE ME AS THE X-MEN'S LEADER, WOLVERINE? DON'T MAKE ME LAUGH.
I DON'T AIM TA TRY.
SNIKT
I'M JUST GONNA DO WHAT I DO BEST!
YIKES! THAT WAS CLOSE!
YOU'RE SLOW, SHRIMP--AND MOVING LIKE YOU'RE HALF-ASLEEP!

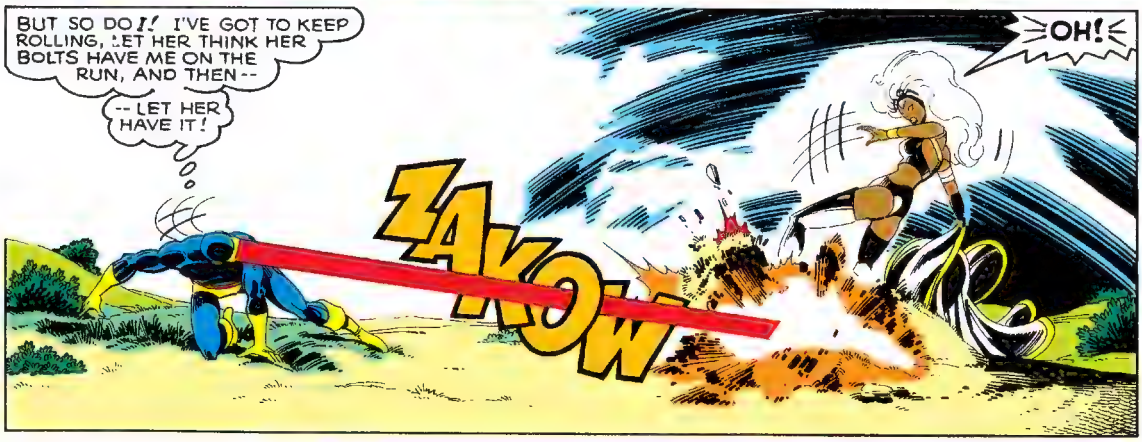

GLORY -- THEY AREN'T PLAY-ACTIN'! THOSE TWO ARE AT IT FOR REAL!
COLOSSUS, GET IN THERE AN' BREAK IT UP -- BEFORE THOSE BLOODY FOOLS GET THEMSELVES KILLED!
AT ONCE, BANSHEE.
STAY WHERE YOU ARE, PETER. CYCLOPS DEALT THIS HAND. LET HIM PLAY IT OUT.
WHAT?!
GOOD GIRL, JEAN. BEFORE I STARTED THIS, I LET HER READ MY MIND, TO CUE HER IN ON MY PLAN.
EH--!?!
SHE'S MY ACE IN THE HOLE, IF THINGS GO WRONG.
HOLD THAT POSE, COLOSSUS!
OW!!
PATHETIC, WOLVERINE. THE WAY YOU'RE FIGHTING, A CUB SCOUT COULD BEAT YOU TO A PULP.
I CAN'T SLOW THE PACE, EVEN FOR AN INSTANT.
I'VE GOT TO KEEP HITTING HIM HARD AND FAST -- AND NEVER THE SAME WAY TWICE. MY ONLY CHANCE IS TO KEEP HIM CONTINUALLY OFF-BALANCE --
-- TOO CONFUSED AND ANGRY TO THINK ABOUT WHAT HE'S DOING.
WHAT'S THE MATTER, SHORTY? LOST YOUR TASTE FOR A MAN-TO-MAN ROUGHHOUSE?
MAYBE YOU'LL FEEL MORE IN THE MOOD IF I EVEN THE ODDS A LITTLE -- BY BRINGING IN SOME OTHER X-MEN TO HELP YOU OUT.
HERE, NIGHTCRAWLER -- CATCH!
NOW, THINGS GET REAL HAIRY. BUT I CAN'T QUIT UNTIL I'VE TESTED EVERY X-MAN WHO FACED PROTEUS... AND TESTED MYSELF, AS WELL.
CYCLOPS -- NO! WHAT ARE YOU DOING?!

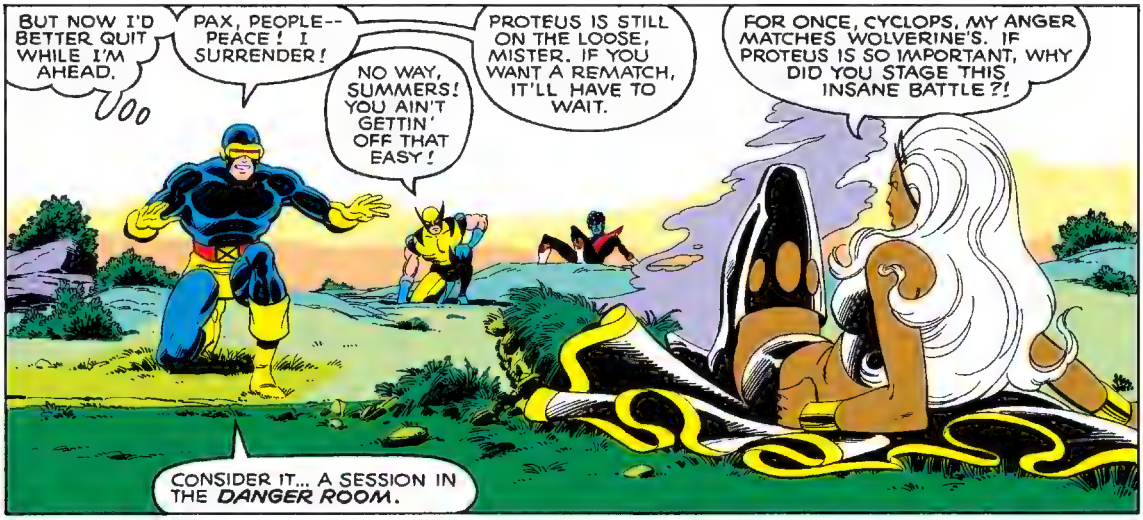

MEIN GOTT-- SUPPOSE WE'RE NOT FIGHTING CYCLOPS AT ALL?! PROTEUS COULD HAVE POSSESSED SCOTT...
BAMF
... AS HE TRIED TO POSSESS WOLVERINE AND STORM-- AND NOW, HE'S TRYING TO MURDER US! IF I CATCH WOLVERINE, HE'LL HAVE A CLEAR SHOT WHILE WE TRY TO UNTANGLE OURSELVES.
BUT I'LL SURPRISE HIM BY TELEPORTING TO THE ATTACK!


UNNNGNH!
NIGHTCRAWLER, HOW MANY TIMES HAVE I TOLD YOU-- THIS STUNT LEAVES YOU WIDE OPEN!

ENOUGH!! I DO NOT KNOW WHY YOU'VE TURNED AGAINST YOUR FRIENDS, CYCLOPS--
-- BUT I WILL NOT STAND IDLY BY AND SEE THEM HURT!


BY ANYONE!
LIGHTNING BOLT! STORM MEANS BUSINESS!


BUT SO DO I! I'VE GOT TO KEEP ROLLING, LET HER THINK HER BOLTS HAVE ME ON THE RUN, AND THEN--
-- LET HER HAVE IT!
ZAKOW
OH!

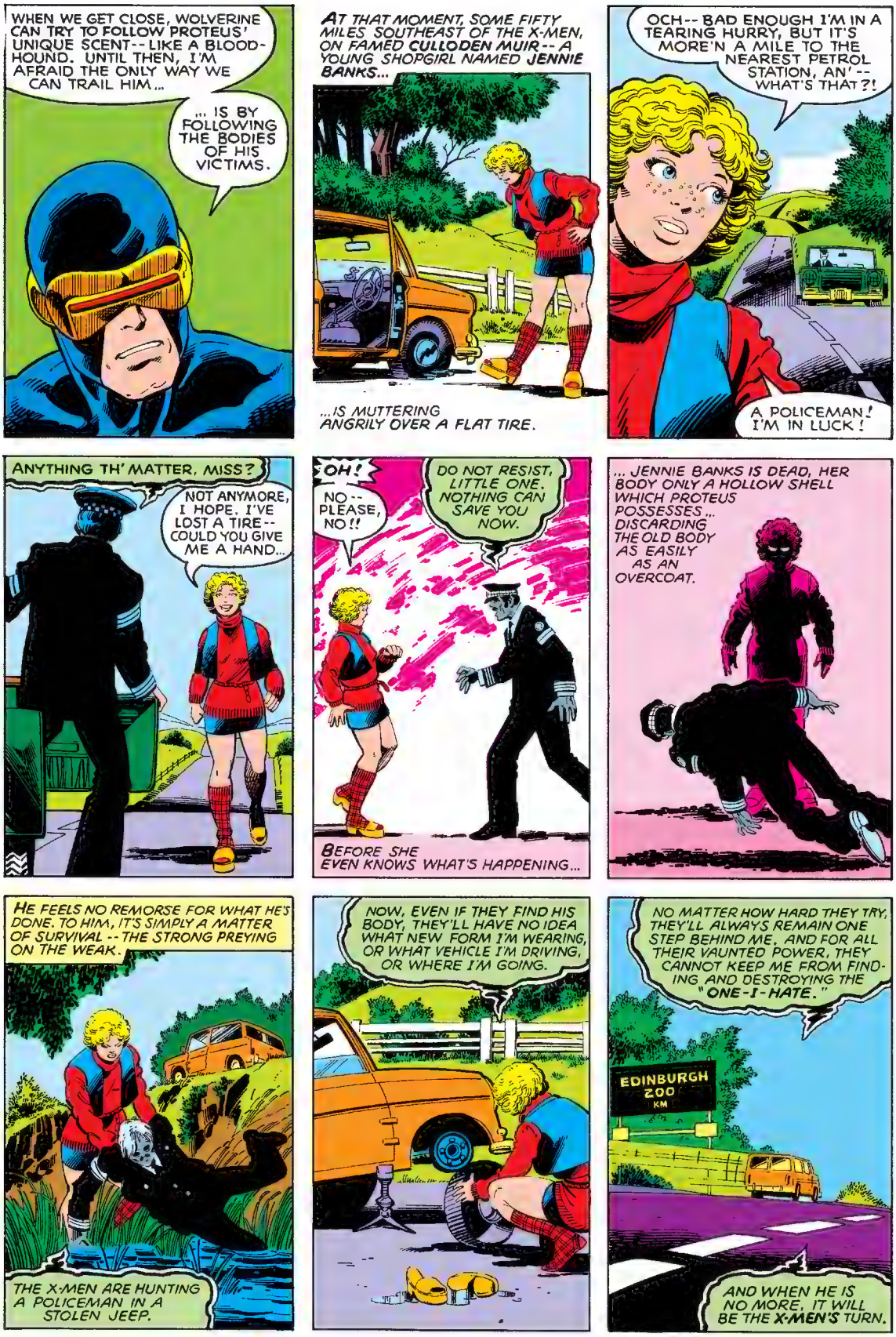

BUT NOW I'D BETTER QUIT WHILE I'M AHEAD.
PAX, PEOPLE--PEACE! I SURRENDER!
NO WAY, SUMMERS! YOU AIN'T GETTIN' OFF THAT EASY!
PROTEUS IS STILL ON THE LOOSE, MISTER. IF YOU WANT A REMATCH, IT'LL HAVE TO WAIT.
FOR ONCE, CYCLOPS, MY ANGER MATCHES WOLVERINE'S. IF PROTEUS IS SO IMPORTANT, WHY DID YOU STAGE THIS INSANE BATTLE?!
CONSIDER IT... A SESSION IN THE DANGER ROOM.

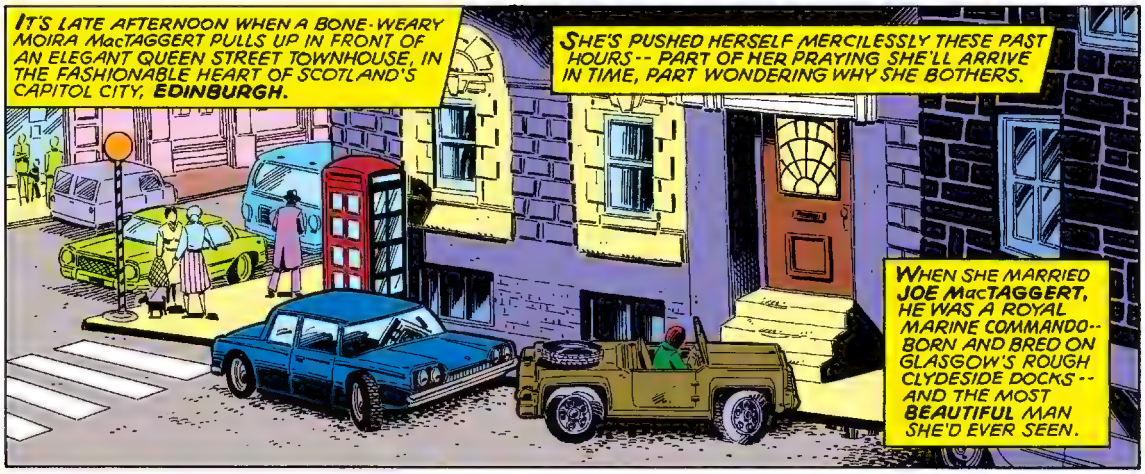
DANGE--???
PROTEUS GAVE YOU THREE A PRETTY ROUGH TIME, ORORO. YOU'RE ALL RELATIVELY UN-HURT, PHYSICALLY.
THIS WAS SCOTT'S WAY OF MAKING SURE THERE WERE NO PSYCHOLOGICAL AFTER-EFFECTS.

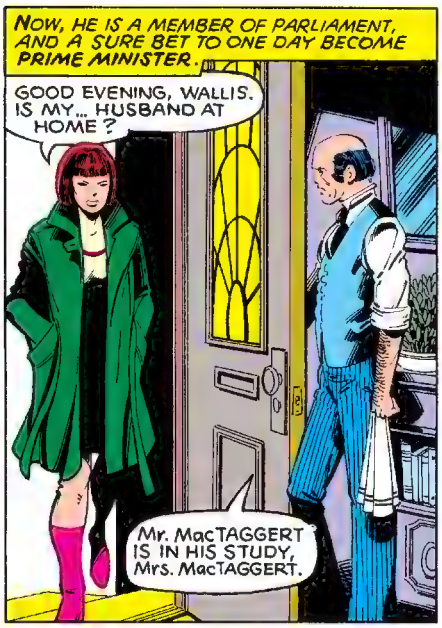
I WAS TESTING MYSELF AS MUCH AS YOU GUYS. MOIRA DECKED ME SO EASILY, I THOUGHT I MIGHT BE LOSING MY FIGHTING EDGE.
I WAS MOST WORRIED ABOUT YOU, WOLVERINE.
YOU HAD GOOD REASON. PROTEUS SPOOKED ME BUT GOOD.
YOU TOOK A HECKUVA RISK STARTIN' THIS FRACAS, BOSS. AT THE END, I WASN'T JOSHIN'. I WAS IN A KILLIN' MOOD, ALMOST CRAZY-MAD.

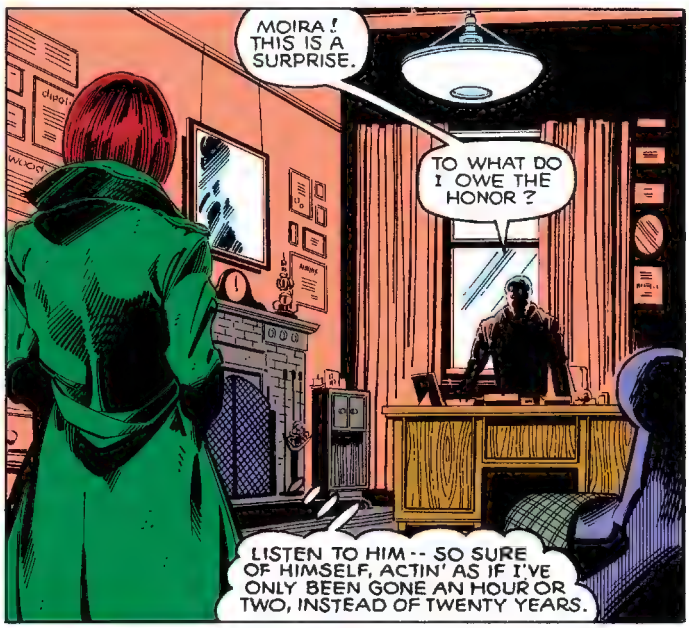
I AIN'T THOUGHT MUCH O' YOU IN THE PAST, CYKE--AS TEAM LEADER, OR AS A MAN.
I WAS WRONG.
THANKS, WOLVERINE. A LOT.
I'M AFRAID WE'RE BACK ON SQUARE ONE, PEOPLE. WE KNOW PROTEUS DOESN'T REGISTER ON OUR PORTABLE CEREBRO MUTANT DETECTOR.

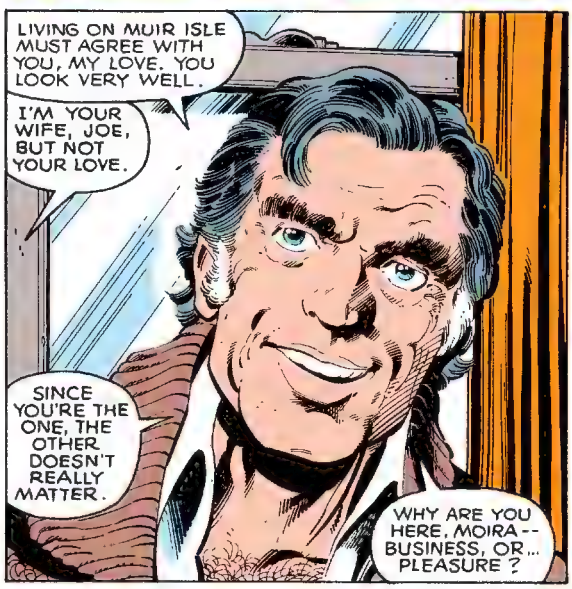
AND NEITHER DOES MOIRA... SHE'S A NORMAL HUMAN, NOT A MUTANT.
SCOTT--PROTEUS SEEMS INVISIBLE TO MY TELEPATHIC POWERS AS WELL.
I'M... SORRY. I SHOULD HAVE TOLD YOU SOONER.
IT'S OKAY, JEAN--CAN'T BE HELPED NOW.


WHEN WE GET CLOSE, WOLVERINE CAN TRY TO FOLLOW PROTEUS' UNIQUE SCENT--LIKE A BLOOD-HOUND. UNTIL THEN, I'M AFRAID THE ONLY WAY WE CAN TRAIL HIM...
... IS BY FOLLOWING THE BODIES OF HIS VICTIMS.
AT THAT MOMENT, SOME FIFTY MILES SOUTHEAST OF THE X-MEN, ON FAMED CULLODEN MUIR--A YOUNG SHOPGIRL NAMED JENNIE BANKS...
...IS MUTTERING ANGRILY OVER A FLAT TIRE.
OCH--BAD ENOUGH I'M IN A TEARING HURRY, BUT IT'S MORE'N A MILE TO THE NEAREST PETROL STATION, AN'--WHAT'S THAT?!
A POLICEMAN! I'M IN LUCK!
ANYTHING TH' MATTER, MISS?
NOT ANYMORE, I HOPE. I'VE LOST A TIRE--COULD YOU GIVE ME A HAND...
OH!
NO--PLEASE, NO!!
DO NOT RESIST, LITTLE ONE. NOTHING CAN SAVE YOU NOW.
BEFORE SHE EVEN KNOWS WHAT'S HAPPENING...
... JENNIE BANKS IS DEAD, HER BODY ONLY A HOLLOW SHELL WHICH PROTEUS POSSESSES... DISCARDING THE OLD BODY AS EASILY AS AN OVERCOAT.
HE FEELS NO REMORSE FOR WHAT HE'S DONE. TO HIM, IT'S SIMPLY A MATTER OF SURVIVAL--THE STRONG PREYING ON THE WEAK.
THE X-MEN ARE HUNTING A POLICEMAN IN A STOLEN JEEP.
NOW, EVEN IF THEY FIND HIS BODY, THEY'LL HAVE NO IDEA WHAT NEW FORM I'M WEARING, OR WHAT VEHICLE I'M DRIVING, OR WHERE I'M GOING.
NO MATTER HOW HARD THEY TRY, THEY'LL ALWAYS REMAIN ONE STEP BEHIND ME. AND FOR ALL THEIR VAUNTED POWER, THEY CANNOT KEEP ME FROM FINDING AND DESTROYING THE "ONE-I-HATE."
EDINBURGH ZOO KM
AND WHEN HE IS NO MORE, IT WILL BE THE X-MEN'S TURN.


IT'S LATE AFTERNOON WHEN A BONE-WEARY MOIRA MacTAGGERT PULLS UP IN FRONT OF AN ELEGANT QUEEN STREET TOWNHOUSE, IN THE FASHIONABLE HEART OF SCOTLAND'S CAPITOL CITY, EDINBURGH.
SHE'S PUSHED HERSELF MERCILESSLY THESE PAST HOURS -- PART OF HER PRAYING SHE'LL ARRIVE IN TIME, PART WONDERING WHY SHE BOTHERS.
WHEN SHE MARRIED JOE MacTAGGERT, HE WAS A ROYAL MARINE COMMANDO-- BORN AND BRED ON GLASGOW'S ROUGH CLYDESIDE DOCKS -- AND THE MOST BEAUTIFUL MAN SHE'D EVER SEEN.

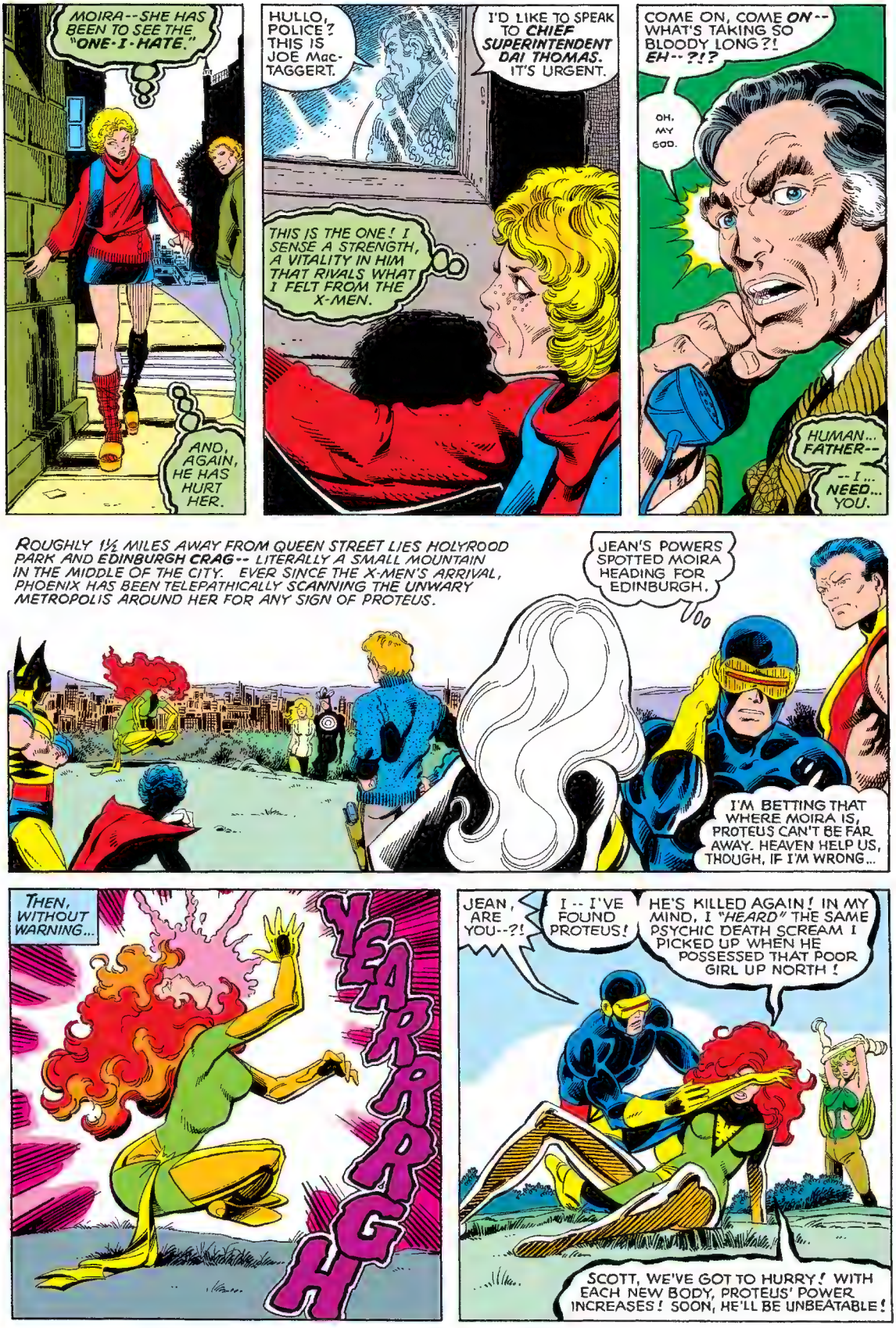

NOW, HE IS A MEMBER OF PARLIAMENT, AND A SURE BET TO ONE DAY BECOME PRIME MINISTER.
GOOD EVENING, WALLIS. IS MY... HUSBAND AT HOME ?
Mr. MacTAGGERT IS IN HIS STUDY, Mrs. MacTAGGERT.


MOIRA ! THIS IS A SURPRISE.
TO WHAT DO I OWE THE HONOR ?
LISTEN TO HIM -- SO SURE OF HIMSELF, ACTIN' AS IF I'VE ONLY BEEN GONE AN HOUR OR TWO, INSTEAD OF TWENTY YEARS.

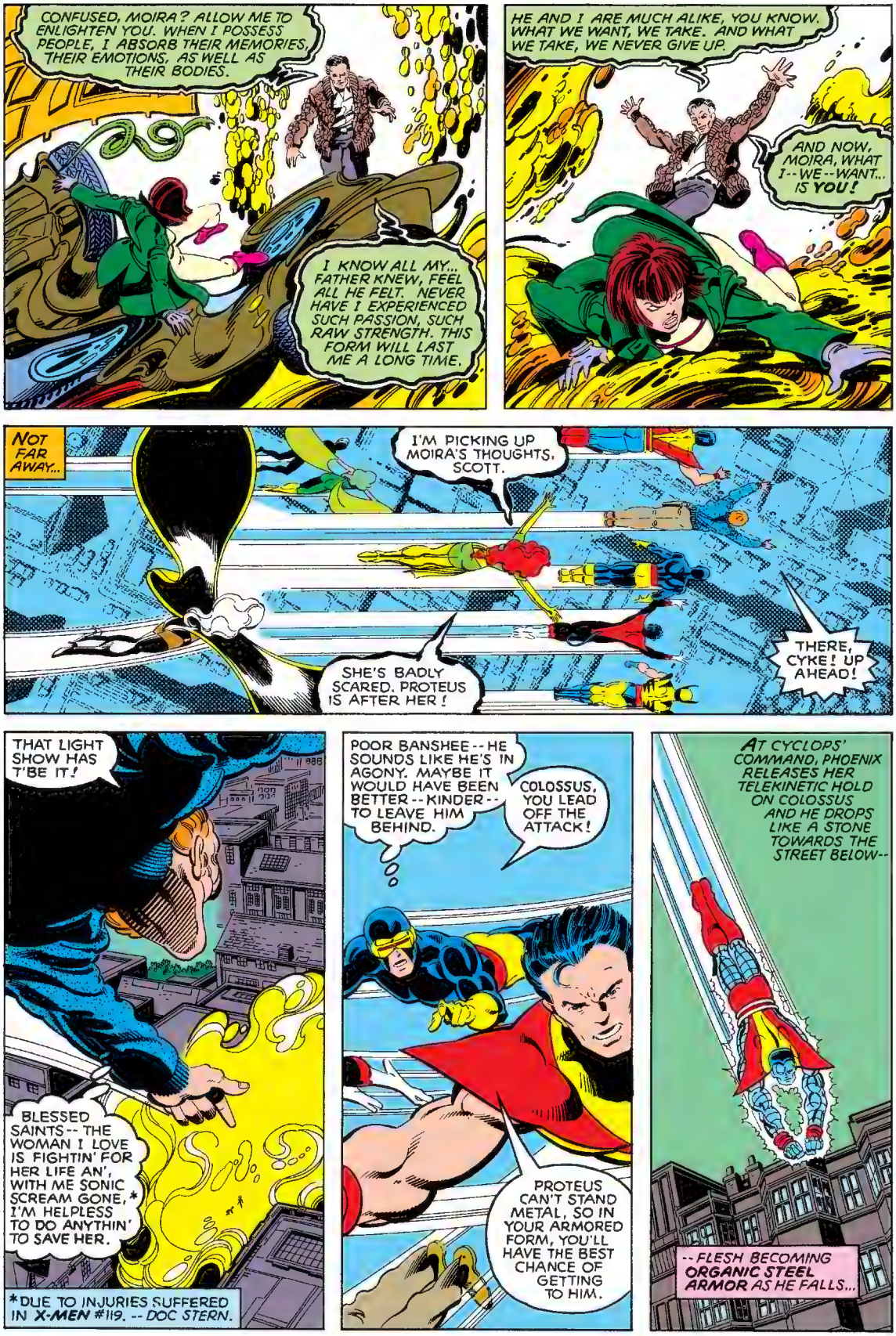

LIVING ON MUIR ISLE MUST AGREE WITH YOU, MY LOVE. YOU LOOK VERY WELL.
I'M YOUR WIFE, JOE, BUT NOT YOUR LOVE.
SINCE YOU'RE THE ONE, THE OTHER DOESN'T REALLY MATTER.
WHY ARE YOU HERE, MOIRA -- BUSINESS, OR... PLEASURE ?

I NEED TO TALK TO YOU, JOE... ALONE.
CERTAINLY. THAT'LL BE ALL, WALLIS, THANK YOU.
A CHAIR, MOIRA ? JOIN ME IN A GLASS OF WHISKEY ?
NO.
SUIT YOUR-SELF.

IF IT'S ABOUT A DIVORCE, THE ANSWER'S STILL NO. I FIND IT TOO USEFUL POLITICALLY BEING MARRIED TO A NOBEL PRIZE WINNER.
IF YOU TRULY LOVED ME, JOE -- IF YOU WANTED TO SEE ME HAPPY -- YOU'D LET ME GO.
YOU'RE MINE, MOIRA. YOU SWORE BEFORE GOD TO LOVE, HONOR AND CHERISH ME TILL DEATH. I INTEND TO HOLD YOU TO THAT.
I'M HERE TO GIVE YOU A WARNING, JOE. WHEN WE SAID OUR "FOND FAREWELLS" IN NEW YORK ALL THOSE YEARS AGO, YOU DIDN'T JUST PUT ME IN HOSPITAL FOR A WEEK, YOU LEFT ME PREGNANT.
YOU HAVE A SON, JOSEPH MacTAGGERT.
AND -- MAY GOD HAVE MERCY ON US BOTH -- I BELIEVE HE'S COMING TO EDINBURGH TO KILL YOU.
A SON?! I HAVE A SON AN' HEIR, AN' YOU'VE KEPT HIM FROM ME ALL THESE YEARS?!?
HOW DARE YOU, WOMAN?! I -- ?!?
NOT A MOVE, NOT A WORD, NOT EVEN A SOUND, JOE -- OR I'LL DO NOW WHAT I SO DESPERATELY WANTED TO DO TWENTY YEARS AGO.
YOU'RE INSANE!
NO, JOE -- DAMNED. THANKS TO YOU.
WELL, YOU'VE WARNED ME, MOIRA. YOUR CONSCIENCE IS CLEAR.
NOW -- GET OUT!
I LOVED THE BOY, JOE. I TRIED TO TEACH HIM TO LOVE, TO CARE, TO BE KIND -- BUT ALL HE SAW WAS THE PAIN YOU'D CAUSED --
-- AN' THE HATRED I FELT FOR YOU, EATIN' AWAY AT MY SOUL LIKE A MAGGOT.
I TRIED. OH, GOD, I TRIED -- AN' I FAILED THEN, WITH MY SON...
... AS I FAILED NOW.

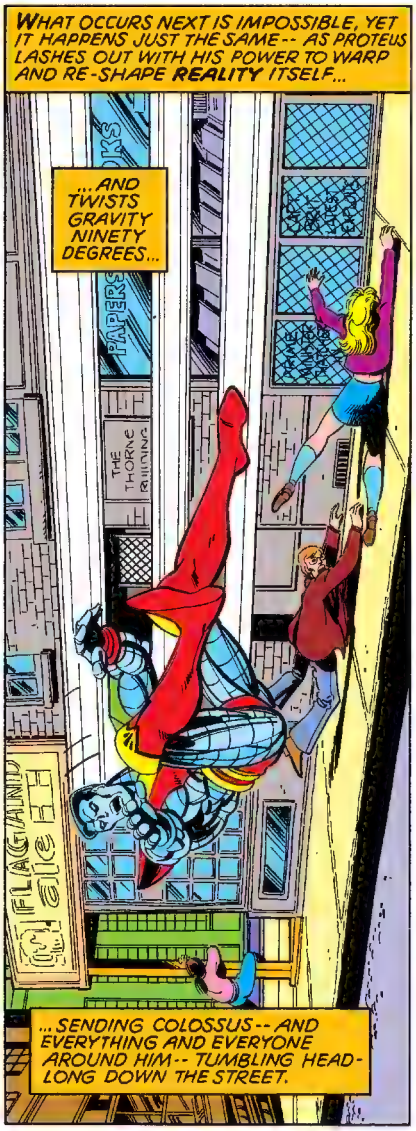

MOIRA--SHE HAS BEEN TO SEE THE "ONE-I-HATE."
AND, AGAIN, HE HAS HURT HER.
HULLO, POLICE? THIS IS JOE MacTAGGERT.
I'D LIKE TO SPEAK TO CHIEF SUPERINTENDENT DAI THOMAS. IT'S URGENT.
THIS IS THE ONE! I SENSE A STRENGTH, A VITALITY IN HIM THAT RIVALS WHAT I FELT FROM THE X-MEN.
COME ON, COME ON-- WHAT'S TAKING SO BLOODY LONG?! EH--?!?
OH, MY GOD.
HUMAN... FATHER--
--I... NEED... YOU.
ROUGHLY 1½ MILES AWAY FROM QUEEN STREET LIES HOLYROOD PARK AND EDINBURGH CRAG-- LITERALLY A SMALL MOUNTAIN IN THE MIDDLE OF THE CITY. EVER SINCE THE X-MEN'S ARRIVAL, PHOENIX HAS BEEN TELEPATHICALLY SCANNING THE UNWARY METROPOLIS AROUND HER FOR ANY SIGN OF PROTEUS.
JEAN'S POWERS SPOTTED MOIRA HEADING FOR EDINBURGH.
I'M BETTING THAT WHERE MOIRA IS, PROTEUS CAN'T BE FAR AWAY. HEAVEN HELP US, THOUGH, IF I'M WRONG...
THEN, WITHOUT WARNING...
YEARRRRGH
JEAN, ARE YOU--?!
I -- I'VE FOUND PROTEUS!
HE'S KILLED AGAIN! IN MY MIND, I "HEARD" THE SAME PSYCHIC DEATH SCREAM I PICKED UP WHEN HE POSSESSED THAT POOR GIRL UP NORTH!
SCOTT, WE'VE GOT TO HURRY! WITH EACH NEW BODY, PROTEUS' POWER INCREASES! SOON, HE'LL BE UNBEATABLE!

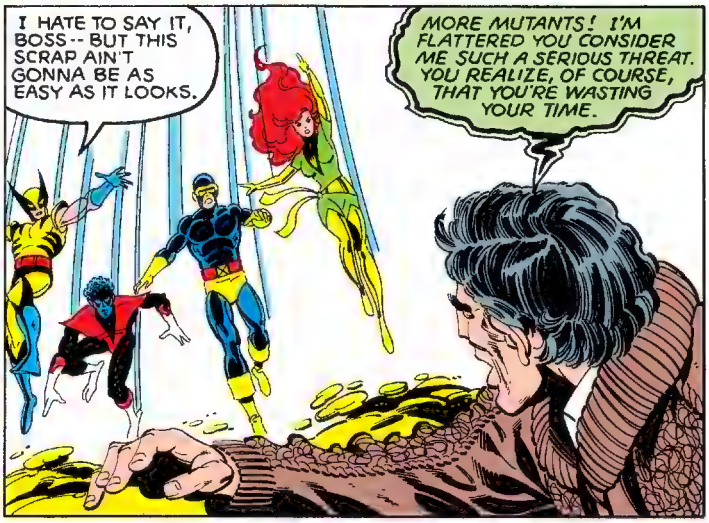
AND, SECONDS LATER...
JEAN, DO YOU WISH ANY HELP?
NO PROBLEM, ORORO. MY TELEKINETIC POWER IS HANDLING THE LOAD JUST FINE.
I DON'T BELIEVE THIS!
MOIRA MENTIONED THAT SOME INSTINCTIVE PSYCHIC CIRCUIT BREAKER HAD CHOPPED JEAN'S POWERS BACK TO MARVEL GIRL LEVELS, YET NOW SHE'S CARRYING THE FIVE OF US WITHOUT EVEN A HINT OF STRAIN.
MEANWHILE, ON QUEEN STREET...
THAT SCREAM-- GOOD LORD!
MOIRA--HOW KIND OF YOU TO WAIT.
IT MAKES FINDING YOU SO MUCH EASIER.
PROTEUS HAS POSSESSED JOE! BUT SOMETHING'S DIFFERENT THIS TIME. HIS VOICE, HIS MANNER--
--THEY'RE JOE'S!
THIS BODY, MOIRA-- MOTHER-- IT IS... MAGNIFICENT!
I DON'T UNDERSTAND WHAT'S HAPPENED, BUT IT DOESN'T MATTER. I'VE GOT TO...
SHOOT ME, MOIRA? THAT, I CANNOT ALLOW.
OH, NO! HE TRANSFORMED MY GUN INTO A SNAKE!

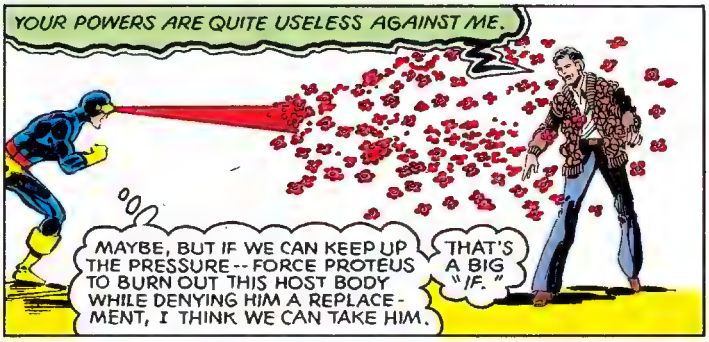

CONFUSED, MOIRA? ALLOW ME TO ENLIGHTEN YOU. WHEN I POSSESS PEOPLE, I ABSORB THEIR MEMORIES, THEIR EMOTIONS, AS WELL AS THEIR BODIES.
I KNOW ALL MY... FATHER KNEW, FEEL ALL HE FELT. NEVER HAVE I EXPERIENCED SUCH PASSION, SUCH RAW STRENGTH. THIS FORM WILL LAST ME A LONG TIME.
HE AND I ARE MUCH ALIKE, YOU KNOW. WHAT WE WANT, WE TAKE. AND WHAT WE TAKE, WE NEVER GIVE UP.
AND NOW, MOIRA, WHAT I--WE--WANT... IS YOU!
NOT FAR AWAY...
I'M PICKING UP MOIRA'S THOUGHTS, SCOTT.
SHE'S BADLY SCARED. PROTEUS IS AFTER HER!
THERE, CYKE! UP AHEAD!
THAT LIGHT SHOW HAS T'BE IT!
BLESSED SAINTS -- THE WOMAN I LOVE IS FIGHTIN' FOR HER LIFE AN', WITH ME SONIC SCREAM GONE,* I'M HELPLESS TO DO ANYTHIN' TO SAVE HER.
*DUE TO INJURIES SUFFERED IN X-MEN #119. -- DOC STERN.
POOR BANSHEE -- HE SOUNDS LIKE HE'S IN AGONY. MAYBE IT WOULD HAVE BEEN BETTER -- KINDER -- TO LEAVE HIM BEHIND.
COLOSSUS, YOU LEAD OFF THE ATTACK!
PROTEUS CAN'T STAND METAL, SO IN YOUR ARMORED FORM, YOU'LL HAVE THE BEST CHANCE OF GETTING TO HIM.
AT CYCLOPS' COMMAND, PHOENIX RELEASES HER TELEKINETIC HOLD ON COLOSSUS AND HE DROPS LIKE A STONE TOWARDS THE STREET BELOW--
-- FLESH BECOMING ORGANIC STEEL ARMOR AS HE FALLS...

... HIS APPROACH IS AS SILENT AS DEATH, HIS ARRIVAL A COMPLETE SURPRISE.
THOOM
OH!

COLOSSUS IS ON HIS FEET IN AN INSTANT, SPRINGING TOWARDS PROTEUS WITH A PANTHERISH SPEED THAT BELIES HIS MASSIVE FORM.
YOUR REIGN OF TERROR IS ENDED, MONSTER!
QUITE THE CONTRARY, METAL MAN--
--IT'S ONLY JUST BEGUN!


WHAT OCCURS NEXT IS IMPOSSIBLE, YET IT HAPPENS JUST THE SAME-- AS PROTEUS LASHES OUT WITH HIS POWER TO WARP AND RE-SHAPE REALITY ITSELF...
... AND TWISTS GRAVITY NINETY DEGREES...
... SENDING COLOSSUS-- AND EVERYTHING AND EVERYONE AROUND HIM-- TUMBLING HEADLONG DOWN THE STREET.


I HATE TO SAY IT, BOSS-- BUT THIS SCRAP AIN'T GONNA BE AS EASY AS IT LOOKS.
MORE MUTANTS! I'M FLATTERED YOU CONSIDER ME SUCH A SERIOUS THREAT. YOU REALIZE, OF COURSE, THAT YOU'RE WASTING YOUR TIME.


YOUR POWERS ARE QUITE USELESS AGAINST ME.
MAYBE, BUT IF WE CAN KEEP UP THE PRESSURE-- FORCE PROTEUS TO BURN OUT THIS HOST BODY WHILE DENYING HIM A REPLACEMENT, I THINK WE CAN TAKE HIM.
THAT'S A BIG "IF."

IF THAT'S THE BEST YOU CAN DO, X-MAN, I HAVE NOTHING TO WORRY ABOUT.
WHEN LAST WE MET, YOU ESCAPED WITH YOUR LIVES. THIS TIME, YOU WON'T BE SO LUCKY.

WHEN LAST WE MET, PROTEUS, YOU CAUGHT ME BY SURPRISE, AND EVEN THEN MY PSI POWERS NEARLY TORE YOU APART.
SAY YOUR PRAYERS, BUTCHER!
FOR THE FIRST TIME IN MONTHS, PHOENIX' POWER SINGS WITHIN HER. IT FEELS GLORIOUS--AND TERRIFYING--
--BUT BEFORE SHE CAN STRIKE...
NOT YET, PHOENIX! I'LL FACE YOU IN MY OWN TIME, AND ON MY TERMS. UNTIL THEN, YOU AND YOUR FRIENDS STAY BACK--
--OR MOIRA MacTAGGERT DIES!
DON'T LISTEN TO HIM! MY LIFE IS NEGLIGIBLE COMPARED TO THOSE HE'LL DESTROY IF HE ISN'T--AARKGH!!
YOU'VE SAID ENOUGH, MOIRA. HUSH, NOW!
LEAVE ME NOW, X-MEN! REMEMBER--A NECK IS SUCH AN EASY THING TO SNAP!
OR, CONSIDER THIS--PUSH ME TOO HARD AND I'LL POSSESS MOIRA AS I DID HER HUSBAND!
H-HUSBAND?!?
CYCLOPS, WHAT ARE WE GOIN' TO DO?! IF WE ATTACK, WE'LL BE SIGNIN' MOIRA'S DEATH WARRANT--OR WORSE!
BUT IF WE LET PROTEUS ESCAPE...
WE WON'T, JEAN.
PROTEUS IS THE KIND OF MUTANT PROFESSOR XAVIER CREATED THE X-MEN TO PROTECT HUMANITY AGAINST.
I'M SORRY, SEAN, BUT MOIRA'S RIGHT. PROTEUS MUST BE STOPPED.
NO MATTER WHAT--OR WHO-- IT COSTS.

NEXT **The Action of the TIGER!**

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THE UNCANNY
X-MEN
TM
THE DAY REALITY WENT WILD!
PEREZ-austin

Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS--feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

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The Action of the TIGER!

EVER HEAR A CITY SCREAM?

NOT JUST THE PEOPLE, BUT THE CITY ITSELF--THINGS ANIMATE AND INANIMATE, LIVING AND UNLIVING, FROM COCKROACHES TO COBBLESTONES, FROM THE TOP OF THE HIGHEST SKY-SCRAPER TO THE BOTTOM OF THE LOWEST SUB-BASEMENT!

ALL LET LOOSE AT ONCE WITH A GREAT, PRIMAL CRY OF FEAR AND AGONY, AS THE FABRIC OF ITS COLLECTIVE REALITY TWISTS AND TEARS AND FINALLY UNRAVELS BEFORE THE IRRESISTABLE POWER OF ONE MAD MUTANT.

SUCH WAS **EDINBURGH**, CAPITAL OF SCOTLAND, ON THE DAY **PROTEUS** CAME TO TOWN.

LG580

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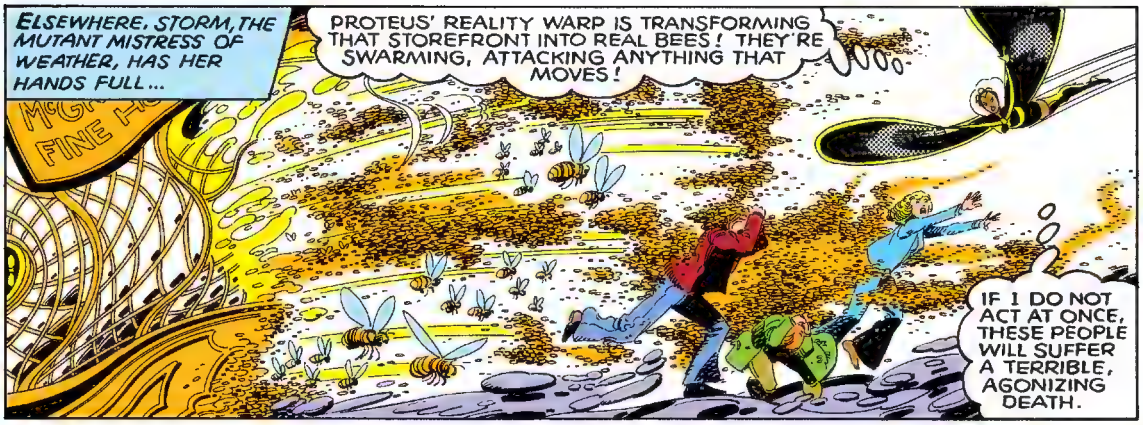
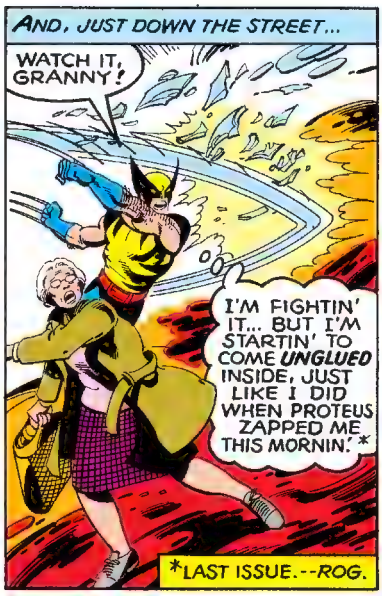
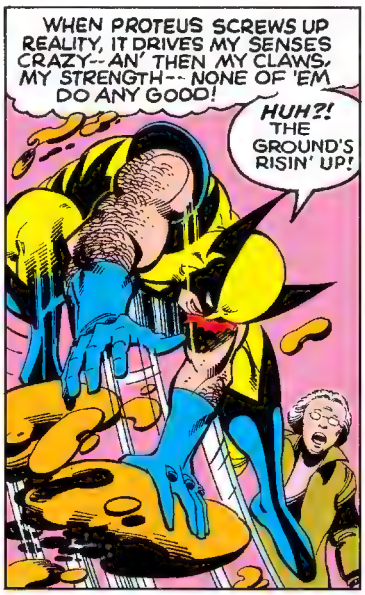
AND IN THE PRETERNATURALLY CALM CENTER OF THAT MAELSTROM, HELPLESS TO STOP WHAT'S HAPPENING, IS MOIRA MacTAGGERT. PROTEUS IS HER SON, BUT THE BODY HE NOW INHABITS IS THAT OF HER ESTRANGED HUSBAND, JOE-- PROTEUS' FATHER.
WHY ARE YOU DOING THIS?! THESE PEOPLE HAVE DONE YOU NO HARM! FOR PITY'S SAKE, LET THEM BE!
THEY ARE HUMAN, MOIRA. THEY MUST BE TAUGHT WHO IS MASTER.
NOT FAR AWAY ARE THE UNCANNY X-MEN-- WHO'VE FOUGHT PROTEUS TWICE SINCE HIS ESCAPE FROM MUIR ISLAND.
THEY'VE YET TO DEFEAT HIM.
AT THE MOMENT, THE CLOSER THEY GET TO THEIR QUARRY, THE CRAZIER EVERYTHING SEEMS TO GET.
IT'S IMPOSSIBLE! THAT WALL'S-- ATTACKING ME!
WITHOUT BREAKING STRIDE, CYCLOPS OPENS HIS RUBY QUARTZ VISOR A CRACK-- AND CRIMSON BEAMS LASH OUT FROM HIS EYES, BLASTING THE TUMBLING BRICKS TO POWDER.
FAN OUT, X-MEN! BEFORE WE CAN TACKLE PROTEUS, WE'VE GOT TO GET THESE PEOPLE TO SAFETY!
SO, EACH IN THEIR OWN, UNIQUE WAY, THE X-MEN DO JUST THAT-- BEGINNING WITH PHOENIX...
...WHO PUTS HER TELEKINETIC TALENTS TO GOOD USE.
THE MORE PROTEUS USES HIS POWER, THE STRONGER HE GETS. SOON, HE'LL BE UNBEATABLE!
HANG ON, LIEBCHEN,
YOU-- YOU'RE BLUE!
YOU NOTICED? NIGHTCRAWLER'S THE NAME, SWASHBUCKLING'S THE GAME-- AGILITY IS MY SPECIALTY.
GOSH.

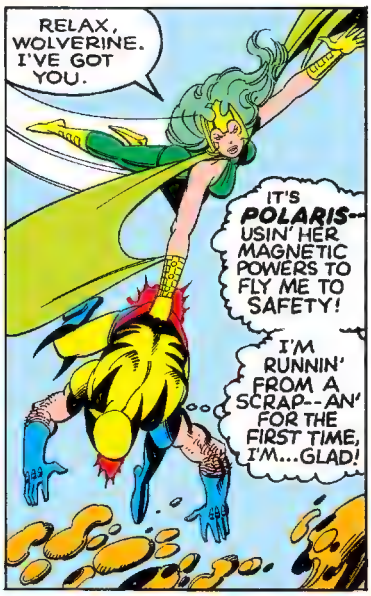

ELSEWHERE, STORM, THE MUTANT MISTRESS OF WEATHER, HAS HER HANDS FULL...
PROTEUS' REALITY WARP IS TRANSFORMING THAT STOREFRONT INTO REAL BEES! THEY'RE SWARMING, ATTACKING ANYTHING THAT MOVES!
IF I DO NOT ACT AT ONCE, THESE PEOPLE WILL SUFFER A TERRIBLE, AGONIZING DEATH.

AND YET, I DO NOT WISH TO HURT THESE BEES, EITHER-- ANYMORE THAN I HAVE TO.
THEY SHOULD NOT HAVE TO PAY THE PRICE FOR THEIR CREATOR'S MADNESS.

I'LL GENERATE A WIND TO BLOW THE BEES BACK INTO THE SHOP, AND AT THE SAME TIME LOWER THE AIR TEMPERATURE. BEES DON'T LIKE THE COLD -- THEY SHOULD GO INTO HIBERNATION.
M-MIKE -- THE WIND, THE BEES ARE BLOWING AWAY!
IT--IT'S A MIRACLE!

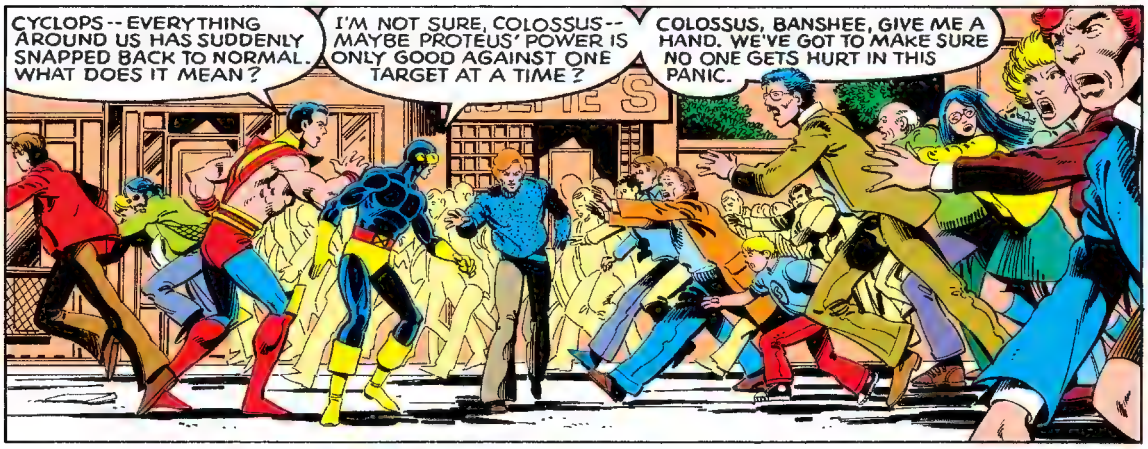

AND, JUST DOWN THE STREET...
WATCH IT, GRANNY!
I'M FIGHTIN' IT... BUT I'M STARTIN' TO COME UNGLUED INSIDE, JUST LIKE I DID WHEN PROTEUS ZAPPED ME THIS MORNIN'.*
*LAST ISSUE.--ROG.


WHEN PROTEUS SCREWS UP REALITY, IT DRIVES MY SENSES CRAZY--AN' THEN MY CLAWS, MY STRENGTH-- NONE OF 'EM DO ANY GOOD!
HUH?! THE GROUND'S RISIN' UP!


RELAX, WOLVERINE. I'VE GOT YOU.
IT'S POLARIS-- USIN' HER MAGNETIC POWERS TO FLY ME TO SAFETY!
I'M RUNNIN' FROM A SCRAP--AN' FOR THE FIRST TIME, I'M...GLAD!

THERE'S NO RHYME OR REASON TO PROTEUS' ACTIONS. IF A WHIM STRIKES HIM, HE INDULGES IT. HE'S WAITED HALF HIS LIFE FOR THIS MOMENT...
... AND HE MEANS TO ENJOY HIMSELF.
FOR TEN YEARS, THE ONLY WORLD HE KNEW WAS A HOLDING CELL IN MOIRA'S MUIR ISLAND RESEARCH CENTRE. HE'D BE THERE STILL IF A BATTLE-ROYAL BETWEEN THE X-MEN AND THEIR ARCH-FOE, MAGNETO*...
*X-MEN #104 - R.
... HADN'T BREACHED THE VANADIUM STEEL WALLS AND ESOTERIC ENERGY FIELDS THAT KEPT PROTEUS A PRISONER.
BUT WHEN HE FINALLY EMERGED, MAGNETO, THE X-MEN, AND ALL MOIRA'S OTHER MUTANT PATIENTS HAD LONG GONE.
MUTANT X CAUTION
AND WITHOUT THE CELL'S ENERGY FIELDS TO SUSTAIN HIM, HE SOON BEGAN TO BURN OUT HIS OWN NATURAL BODY.
TIME PASSED, AND MUTANT X--THE FUTURE PROTEUS--REMAINED ALONE ON MUIR ISLAND. YET, SOMEHOW, HE SURVIVED...
... UNTIL THE DAY ANGUS MacWHIRTER ARRIVED TO PAY OFF AN OLD GRUDGE AGAINST THE X-MEN. HE'D PLANNED TO BLOW UP MOIRA'S LAB --
--BUT BY THEN, PROTEUS WAS RAVENOUS. MacWHIRTER NEVER HAD A CHANCE.
HE ABSORBED THE MAN'S MEMORIES WHEN HE POSSESSED HIS BODY--AND SO HE FOUND THAT MacWHIRTER'S MINOR ELECTRONICS SKILLS WERE ENOUGH TO RE-PROGRAM THE LAB'S MAIN COMPUTER...
... TO SHOW HIS CELL AS SEALED TIGHT--WHEN, IN FACT, IT WAS WIDE OPEN -- AND THEREBY COVER HIS ESCAPE.
BEFORE HE COULD SLIP OFF THE ISLAND, THOUGH, MOIRA RETURNED--WITH FRIENDS.
AND PROTEUS DECIDED TO "FEED" ONCE MORE BEFORE HE LEFT. HE WOULD POSSESS THE MOST POWERFUL MUTANT PRESENT: JEAN GREY--PHOENIX.
BUT AS HE CLOSED IN ON HIS UNSUSPECTING PREY, MOIRA FOUND...
A GOLD TOOTH... LYING RIGHT IN FRONT OF MUTANT X'S CELL. BUT HOW-- UNLESS...?!
1277
FEARING WHAT SHE WOULD FIND...

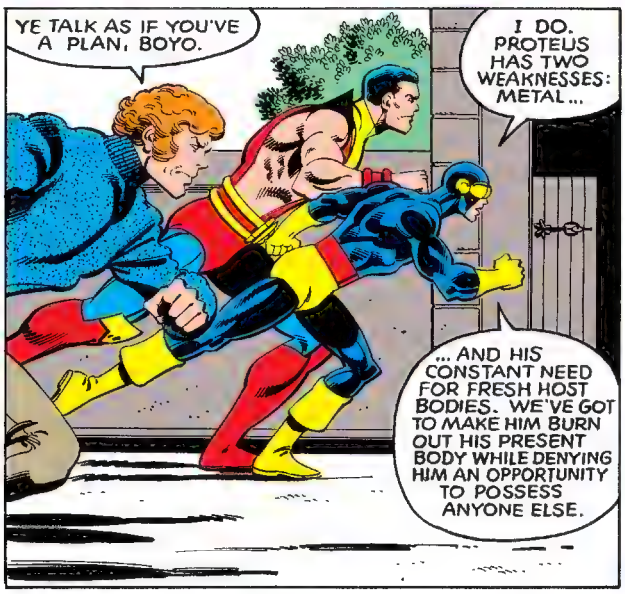
...MOIRA ENTERED THE CELL, TO FIND THE SHRIVELLED, MUMMIFIED REMAINS OF HER SON'S BODY.
NO! Oh, NO!
AT THAT MOMENT, PROTEUS MADE HIS MOVE AGAINST PHOENIX. EVEN THOUGH HE TOOK HER BY SURPRISE, HIS NASCENT POWERS PROVED NO MATCH FOR HER.
HE BARELY ESCAPED WITH HIS LIFE.
AFTER AN ABORTIVE ATTEMP TO POSSESS LORNA DANE--POLARIS--PROTEUS FINALLY SUCCEEDED IN SEIZING ONE OF THE CLONE BODIES OF MOIRA'S ASSISTANT--JAMIE MADROX, THE MULTIPLE MAN.
FROM MUIR ISLAND, HE EVENTUALLY MADE HIS WAY TO SCOTLAND. WITH EACH NEW FORM HE STOLE, HE BECAME MORE AND MORE CONFIDENT OF HIS ABILITIES, MORE SURE OF HIS DESTINY. THERE WAS A BIG, WIDE, WONDERFUL WORLD IN FRONT OF HIM...
...A WORLD HE COULD RULE!
PLEASE! YOU'RE MY SON...
NOT QUITE, MOIRA. NOT ANYMORE.
I HAVE ALL MY FATHER'S MEMORIES NOW!
SUDDENLY, MOIRA SCREAMS... AS HER FLESH AND BONE FLOW LIKE MERCURY...
...CHANGING AT PROTEUS' WILL!
YOU FOUGHT FATHER, EVENTUALLY LEFT HIM. HE DIDN'T LIKE THAT. YOU WON'T DO THE SAME TO ME.
YOU'RE MINE, BODY AND SOUL. ACCEPT THAT... REALITY, MOIRA.
YOU WON'T LIKE THE ALTERNATIVE.

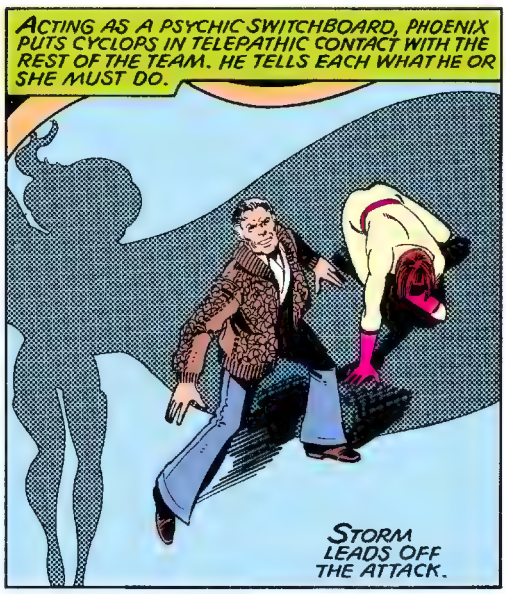

CYCLOPS -- EVERYTHING AROUND US HAS SUDDENLY SNAPPED BACK TO NORMAL. WHAT DOES IT MEAN?
I'M NOT SURE, COLOSSUS -- MAYBE PROTEUS' POWER IS ONLY GOOD AGAINST ONE TARGET AT A TIME?
COLOSSUS, BANSHEE, GIVE ME A HAND. WE'VE GOT TO MAKE SURE NO ONE GETS HURT IN THIS PANIC.

WHAT ABOUT MOIRA?! SAINTS, CYCLOPS, IF PROTEUS HAS STOPPED ZAPPIN' EDINBURGH, IT'S ONLY BECAUSE HE'S TURNED HIS POWER AGAINST HER!
BANSHEE, WAIT!
I'M TIRED O' WAITIN'! SHE'S THE WOMAN I LOVE, CURSE YE! AN' YOU'RE PREPARED TO LET HER DIE!

I HOPE IT DOESN'T COME TO THAT!
BUT TO STOP PROTEUS, I'LL SACRIFICE HER LIFE, MY LIFE, YOUR LIFE -- *EVERY* X-MAN'S LIFE -- IF I HAVE TO.
YE COLD-BLOODED--!
LOOK, PROTEUS IS THE DEADLIEST MENACE WE'VE EVER FACED. HE'S A KILLER, PURE AND SIMPLE. HUMANITY MEANS NO MORE TO HIM THAN COWS DO TO US. WE'RE HIS *FOOD!*

EITHER THE X-MEN STOP HIM, SEAN -- OR NO ONE DOES. BY THE TIME THE AUTHORITIES REACT, HE'LL BE TOO POWERFUL TO BEAT.
AYE. YE'RE RIGHT, I KNOW.
BUT IF MOIRA DIES, GOD GRANT I DIE WITH HER.

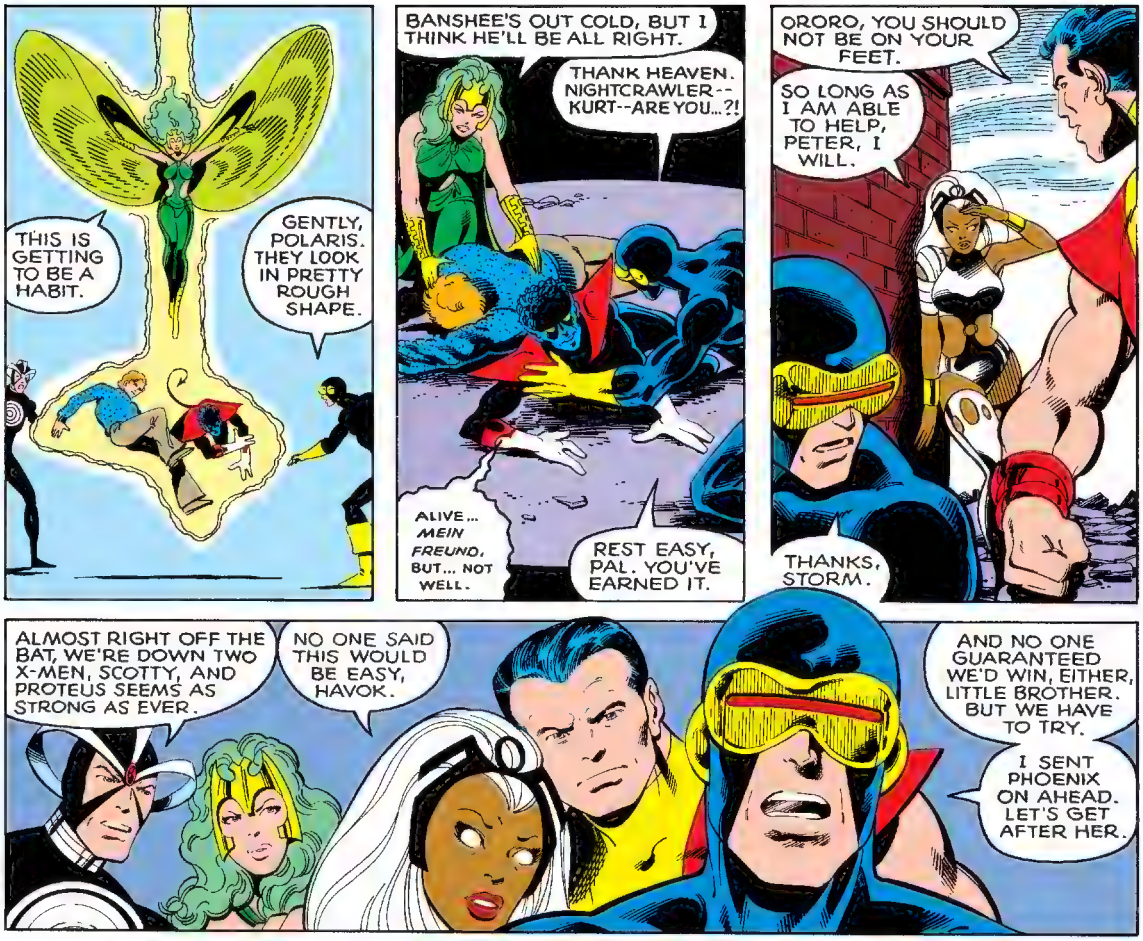

YE TALK AS IF YOU'VE A PLAN, BOYO.
I DO. PROTEUS HAS TWO WEAKNESSES: METAL...
... AND HIS CONSTANT NEED FOR FRESH HOST BODIES. WE'VE GOT TO MAKE HIM BURN OUT HIS PRESENT BODY WHILE DENYING HIM AN OPPORTUNITY TO POSSESS ANYONE ELSE.


ACTING AS A PSYCHIC SWITCHBOARD, PHOENIX PUTS CYCLOPS IN TELEPATHIC CONTACT WITH THE REST OF THE TEAM. HE TELLS EACH WHAT HE OR SHE MUST DO.
STORM LEADS OFF THE ATTACK.

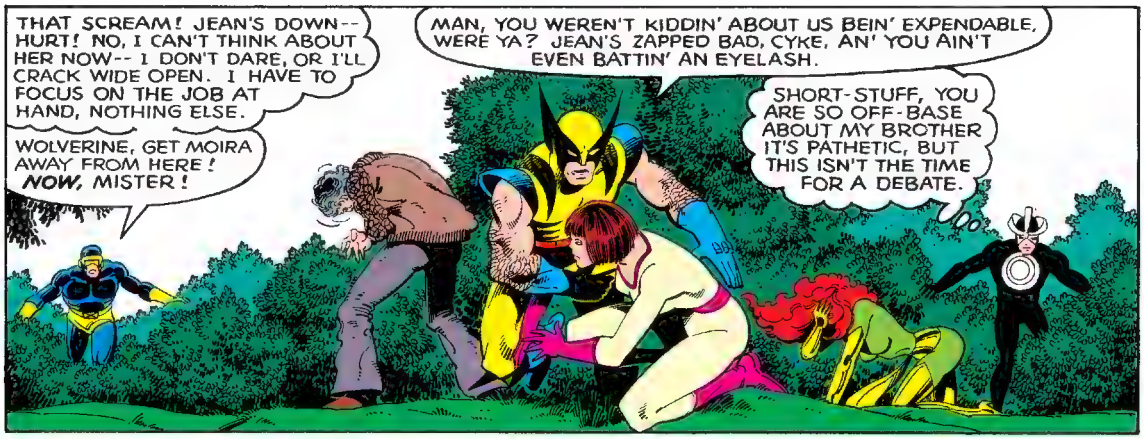
PROTEUS NEEDS VISUAL CONTACT WITH HIS VICTIMS FOR HIS REALITY WARPS TO BE EFFECTIVE.
THIS PEA-SOUP FOG SHOULD IMMOBILIZE HIM AND CHECK HIS POWER. AND IN THE CONFUSION...
...WOLVERINE OR NIGHTCRAWLER MIGHT BE ABLE TO GET MOIRA AWAY FROM HIM.
NICE TRY, WITCH, BUT YOU WAITED TOO LONG TO STRIKE.
I HAVE A PSYCHIC 'FIX' ON YOU NOW...
"...AND THAT'S REALLY ALL I NEED."
MY CLOAK-- FLOWING ABOUT ME LIKE A LIQUID!
LITERALLY IN THE BLINK OF AN EYE, STORM FINDS HERSELF FROZEN WITHIN A PILLAR OF AMBER...
ORORO!!
IF THAT HUNK O' CRYSTAL IS AS SOLID AS IT LOOKS, SHE'LL SUFFOCATE IN SECONDS!
BUT IF I TRY TO SAVE HER, I'LL BE LEAVIN' MYSELF WIDE OPEN TO PROTEUS -- JUST THINKIN' ABOUT THAT TURNS MY GUTS TO ICE.
BUT I CAN'T LET HER DIE...
HANG ON, BABE--THESE ADAMANTIUM CLAWS O' MINE WILL CUT THROUGH ANYTHING.
I'LL GETCHA OUT-- I SWEAR IT!

'RORO! ORORO!! WAS I IN TIME?! HER SKIN'S ICE COLD-- CAN'T TELL IF SHE'S BREATHIN'!
SHAME ON YOU, WOLVERINE!
YOU SHOULD KNOW BETTER THAN TO TURN YOUR BACK ON SOMEONE WHO'S SWORN TO KILL --
BDAM
MY SHOULDER!
BANSHEE-- WHAT-- ?!
I'M DOIN' WHAT I HAVE TO DO, CYKE. I'M NOT STANDIN' BY WHILE ME FRIENDS ARE BEIN' MURDERED-- NOT WHEN I CAN HELP!
FOOL! YOU SHOULD HAVE FINISHED ME WITH YOUR FIRST SHOT!
I GUARANTEE YOU WON'T LIVE TO TRY A SECOND ONE!
GLORY! HE'S OPENED A PIT BENEATH ME FEET! AN' WITH ME SONIC POWERS GONE,* I CAN'T FLY TO SAFETY!
BEFORE THAT THOUGHT IS COMPLETE, BANSHEE IS FALLING...
*DUE TO INJURIES SUFFERED IN X-MEN #119 -- ROG.
...AND THE MOMENT HE DROPS BELOW GROUND LEVEL...
...PROTEUS CLOSES THE PIT BEHIND HIM --
BANSHEE!
--TURNING THE GROUND TRANSPARENT, SO THE X-MEN CAN SEE THEIR FRIEND'S LAST MOMENTS.
PROTEUS IS TAUNTING US -- HE THINKS THERE'S NO WAY WE CAN RESCUE BANSHEE. WELL, HE'S IN FOR A SURPRISE.
AT FULL STRENGTH, CYCLOPS' AWESOME OPTIC BLASTS HAMMER AT THE GROUND...

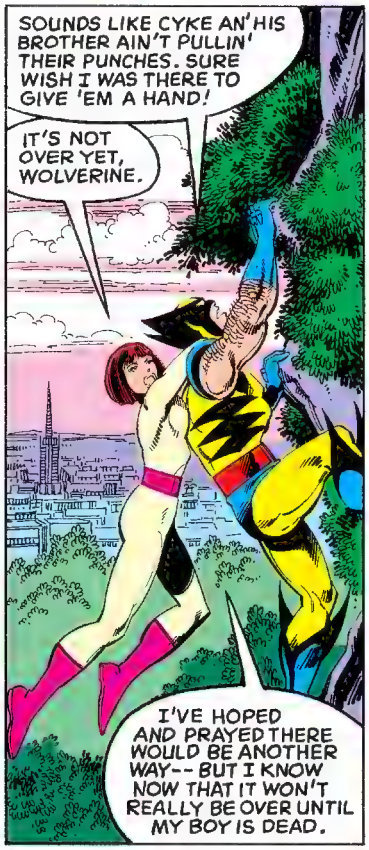
...GOUGING A PATHWAY THROUGH THE ROCK TO BANSHEE.
NIGHTCRAWLER, GET DOWN THERE AND GET HIM OUT!
ON MY WAY, CYCLOPS.
THEN, GRIPPING THE VERTICAL WALL WITH HIS REMARKABLE FINGERS AND TOES, NIGHTCRAWLER RACES DOWN TO FIND...
HE'S UNCONSCIOUS... PROBABLY IN SHOCK. AND NO WONDER--FOR A FEW SECONDS, SEAN WAS BURIED ALIVE.
I'D BETTER GET A MOVE ON, BEFORE PROTEUS THINKS UP AN EVEN NASTIER FATE FOR ME.
FUNNY--THE PIT DIDN'T SEEM THIS DEEP ON THE WAY IN.
NIGHTCRAWLER HAS GONE BARELY HALFWAY WHEN PROTEUS FINALLY RETALIATES. THERE'S NO WARNING.
SUDDENLY HIS WORLD TURNS TOPSY-TURVY, LIVING ROCK AND EARTH PACKING ITSELF IN TIGHT AROUND HIM AND BANSHEE, ENTOMBING THEM.
HIS REACTION IS BORN AS MUCH OF PANIC AND DESPERATION AS RATIONAL THOUGHT--AFTER A QUICK, HEART-FELT PRAYER...
BAMF
... NIGHTCRAWLER TELEPORTS...
... STRAIGHT UP, AS FAR AS HE CAN GO, TAKING BANSHEE WITH HIM.
THE STRAIN ALMOST KILLS THEM BOTH.
FEEL.. TORN APART INSIDE.
SO HIGH OFF GROUND. CAN'T SEE ANY WAY TO BREAK FALL--WAS?!? SOME KIND OF ENERGY FIELD... SUSPENDING US IN MID-AIR!

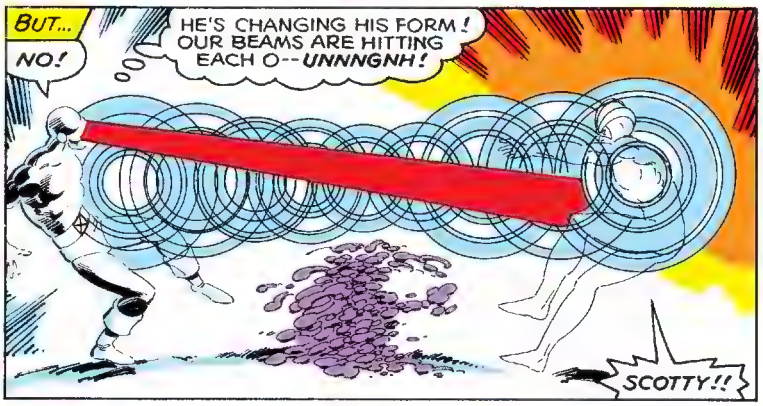

THIS IS GETTING TO BE A HABIT.
GENTLY, POLARIS. THEY LOOK IN PRETTY ROUGH SHAPE.
BANSHEE'S OUT COLD, BUT I THINK HE'LL BE ALL RIGHT.
THANK HEAVEN. NIGHTCRAWLER--KURT--ARE YOU...?!
ALIVE... MEIN FREUND, BUT... NOT WELL.
REST EASY, PAL. YOU'VE EARNED IT.
ORORO, YOU SHOULD NOT BE ON YOUR FEET.
SO LONG AS I AM ABLE TO HELP, PETER, I WILL.
THANKS, STORM.
ALMOST RIGHT OFF THE BAT, WE'RE DOWN TWO X-MEN, SCOTTY, AND PROTEUS SEEMS AS STRONG AS EVER.
NO ONE SAID THIS WOULD BE EASY, HAVOK.
AND NO ONE GUARANTEED WE'D WIN, EITHER, LITTLE BROTHER. BUT WE HAVE TO TRY.
I SENT PHOENIX ON AHEAD. LET'S GET AFTER HER.
IN PART, AT LEAST, CYCLOPS' PLAN IS WORKING.
THE X-MEN HAVE SUCCEEDED IN DRIVING PROTEUS OUT OF EDINBURGH'S CROWDED STREETS...
... AND INTO THE NOW-EVACUATED WEST PRINCES STREET GARDENS, AT THE BASE OF CASTLE ROCK.
THE ROGUE MUTANT IS HEADING FOR EDINBURGH CASTLE, ATOP THE ROCK.
HE DOESN'T MAKE IT. A PSYCHIC MIND-BLAST STOPS HIM AT THE VERY FOOT OF THE CLIFF.
I BELIEVE YOU OWE ME A RE-MATCH FOR THAT AMBUSH ON MUIR ISLAND, PROTEUS.* I'M HERE TO COLLECT. WITH INTEREST.
SHE LOOKS FOR ALL THE WORLD LIKE SOME GREAT BIRD OF PREY...
...AS BEAUTIFUL AND TERRIFYING AS A STAR.
*X-MEN #125 -- R.S.

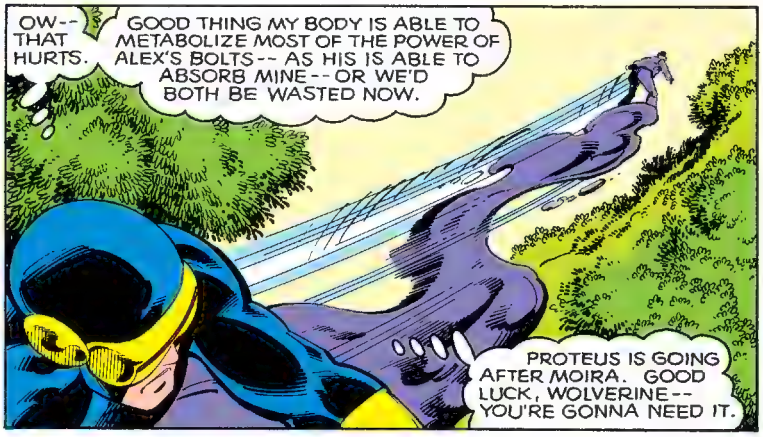
PROTEUS HARDLY HAS TIME TO REACT BEFORE SHE ATTACKS!
JEAN, WHAT'RE YOU DOIN'?
AGAIN AND AGAIN, PHOENIX LASHES OUT WITH A FEROCITY THAT SHOCKS MOIRA, HER POWER A SYMPHONY WITHIN HER...
... A SONG OF JOY THAT BUILDS TOO QUICKLY IN ITS CRESCENDO.
HE'S DOWN--BUT HE'S NOT GIVIN' UP!
WAY TO GO, JEANIE!
IN A ROUGHHOUSE, BABE, YER MY KIND'A GAL.
Uh-oh--MY GUTS ARE CHURNIN'! PROTEUS MUST BE FIGHTIN' BACK!
IMAGINE BEING DEAD AND BURIED. THEN IMAGINE HOW YOU'D FEEL--ASSUMING YOU COULD FEEL--
--AFTER A YEAR IN THE GROUND. THAT'S HOW PROTEUS MAKES PHOENIX FEEL.
HER SCREAM IS INDESCRIBABLE.
LEAVE HER ALONE!!
I LOVED THAT LADY, BUB!
AARRRGH
AN' I'LL SEE YOU DEAD BEFORE I LET YOU HURT HER AGAIN!

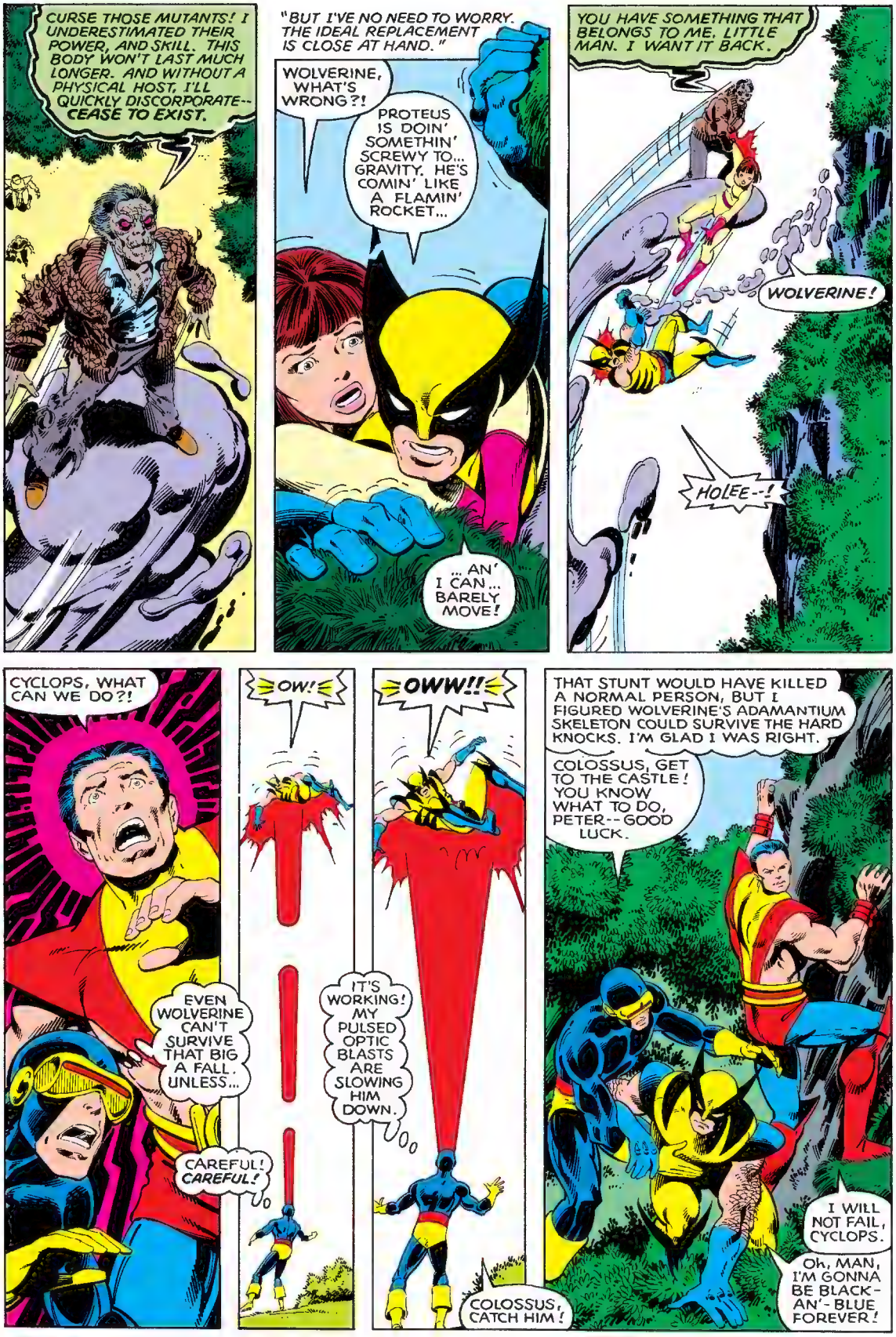

THAT SCREAM! JEAN'S DOWN-- HURT! NO, I CAN'T THINK ABOUT HER NOW-- I DON'T DARE, OR I'LL CRACK WIDE OPEN. I HAVE TO FOCUS ON THE JOB AT HAND, NOTHING ELSE.
WOLVERINE, GET MOIRA AWAY FROM HERE! NOW, MISTER!
MAN, YOU WEREN'T KIDDIN' ABOUT US BEIN' EXPENDABLE, WERE YA? JEAN'S ZAPPED BAD, CYKE, AN' YOU AIN'T EVEN BATTIN' AN EYELASH.
SHORT-STUFF, YOU ARE SO OFF-BASE ABOUT MY BROTHER IT'S PATHETIC, BUT THIS ISN'T THE TIME FOR A DEBATE.

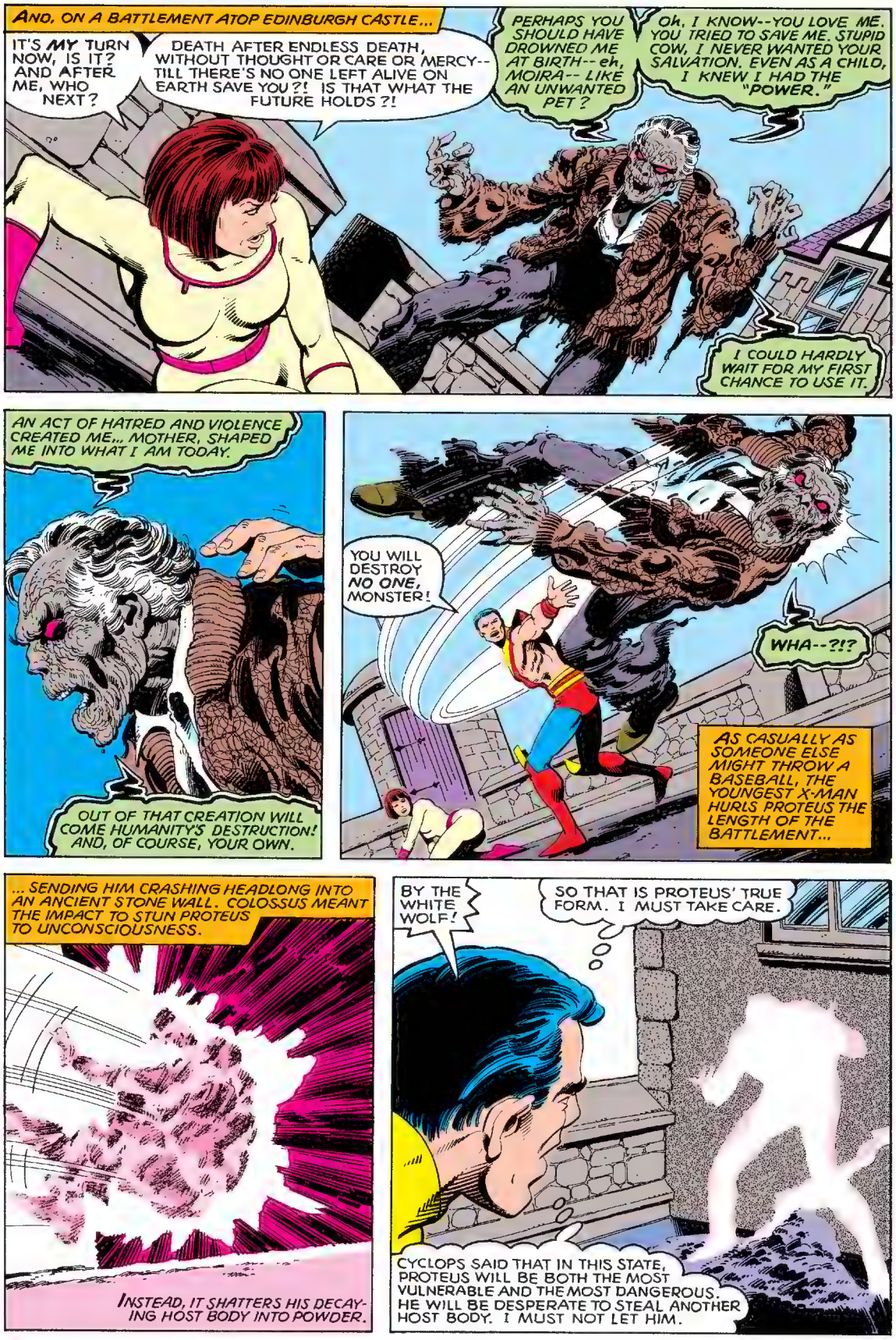
HIT HIM, HAVOK-- WITH EVERYTHING YOU'VE GOT!
INCREDIBLE! PROTEUS SURVIVED WOLVERINE'S ATTACK! NOW HE'S STANDING UP TO THE COMBINED POWER OF MY OPTIC BEAMS AND ALEX'S COSMIC ENERGY BOLTS.
WHAT'LL IT TAKE TO STOP THIS GUY?


SOUNDS LIKE CYKE AN' HIS BROTHER AIN'T PULLIN' THEIR PUNCHES. SURE WISH I WAS THERE TO GIVE 'EM A HAND!
IT'S NOT OVER YET, WOLVERINE.
I'VE HOPED AND PRAYED THERE WOULD BE ANOTHER WAY-- BUT I KNOW NOW THAT IT WON'T REALLY BE OVER UNTIL MY BOY IS DEAD.


BUT...
NO!
HE'S CHANGING HIS FORM! OUR BEAMS ARE HITTING EACH O--UNNNGNH!
SCOTTY!!


OW-- THAT HURTS.
GOOD THING MY BODY IS ABLE TO METABOLIZE MOST OF THE POWER OF ALEX'S BOLTS-- AS HIS IS ABLE TO ABSORB MINE-- OR WE'D BOTH BE WASTED NOW.
PROTEUS IS GOING AFTER MOIRA. GOOD LUCK, WOLVERINE-- YOU'RE GONNA NEED IT.


CURSE THOSE MUTANTS! I UNDERESTIMATED THEIR POWER, AND SKILL. THIS BODY WON'T LAST MUCH LONGER. AND WITHOUT A PHYSICAL HOST, I'LL QUICKLY DISCORPORATE-- CEASE TO EXIST.
"BUT I'VE NO NEED TO WORRY. THE IDEAL REPLACEMENT IS CLOSE AT HAND."
WOLVERINE, WHAT'S WRONG?!
PROTEUS IS DOIN' SOMETHIN' SCREWY TO... GRAVITY. HE'S COMIN' LIKE A FLAMIN' ROCKET...
... AN' I CAN... BARELY MOVE!
YOU HAVE SOMETHING THAT BELONGS TO ME, LITTLE MAN. I WANT IT BACK.
WOLVERINE!
HOLEE--!
CYCLOPS, WHAT CAN WE DO?!
EVEN WOLVERINE CAN'T SURVIVE THAT BIG A FALL. UNLESS...
CAREFUL! CAREFUL!
OW!
IT'S WORKING! MY PULSED OPTIC BLASTS ARE SLOWING HIM DOWN.
OWW!!
COLOSSUS, CATCH HIM!
THAT STUNT WOULD HAVE KILLED A NORMAL PERSON, BUT I FIGURED WOLVERINE'S ADAMANTIUM SKELETON COULD SURVIVE THE HARD KNOCKS. I'M GLAD I WAS RIGHT.
COLOSSUS, GET TO THE CASTLE! YOU KNOW WHAT TO DO, PETER--GOOD LUCK.
I WILL NOT FAIL, CYCLOPS.
Oh, MAN, I'M GONNA BE BLACK-AN'-BLUE FOREVER!


AND, ON A BATTLEMENT ATOP EDINBURGH CASTLE...
IT'S MY TURN NOW, IS IT? AND AFTER ME, WHO NEXT?
DEATH AFTER ENDLESS DEATH, WITHOUT THOUGHT OR CARE OR MERCY--TILL THERE'S NO ONE LEFT ALIVE ON EARTH SAVE YOU?! IS THAT WHAT THE FUTURE HOLDS?!
PERHAPS YOU SHOULD HAVE DROWNED ME AT BIRTH--eh, MOIRA--LIKE AN UNWANTED PET?
OH, I KNOW--YOU LOVE ME. YOU TRIED TO SAVE ME. STUPID COW, I NEVER WANTED YOUR SALVATION. EVEN AS A CHILD, I KNEW I HAD THE "POWER."
I COULD HARDLY WAIT FOR MY FIRST CHANCE TO USE IT.
AN ACT OF HATRED AND VIOLENCE CREATED ME... MOTHER, SHAPED ME INTO WHAT I AM TODAY.
OUT OF THAT CREATION WILL COME HUMANITY'S DESTRUCTION! AND, OF COURSE, YOUR OWN.
YOU WILL DESTROY NO ONE, MONSTER!
WHA--?!?
AS CASUALLY AS SOMEONE ELSE MIGHT THROW A BASEBALL, THE YOUNGEST X-MAN HURLS PROTEUS THE LENGTH OF THE BATTLEMENT...
... SENDING HIM CRASHING HEADLONG INTO AN ANCIENT STONE WALL. COLOSSUS MEANT THE IMPACT TO STUN PROTEUS TO UNCONSCIOUSNESS.
INSTEAD, IT SHATTERS HIS DECAYING HOST BODY INTO POWDER.
BY THE WHITE WOLF!
SO THAT IS PROTEUS' TRUE FORM. I MUST TAKE CARE.
CYCLOPS SAID THAT IN THIS STATE, PROTEUS WILL BE BOTH THE MOST VULNERABLE AND THE MOST DANGEROUS. HE WILL BE DESPERATE TO STEAL ANOTHER HOST BODY. I MUST NOT LET HIM.

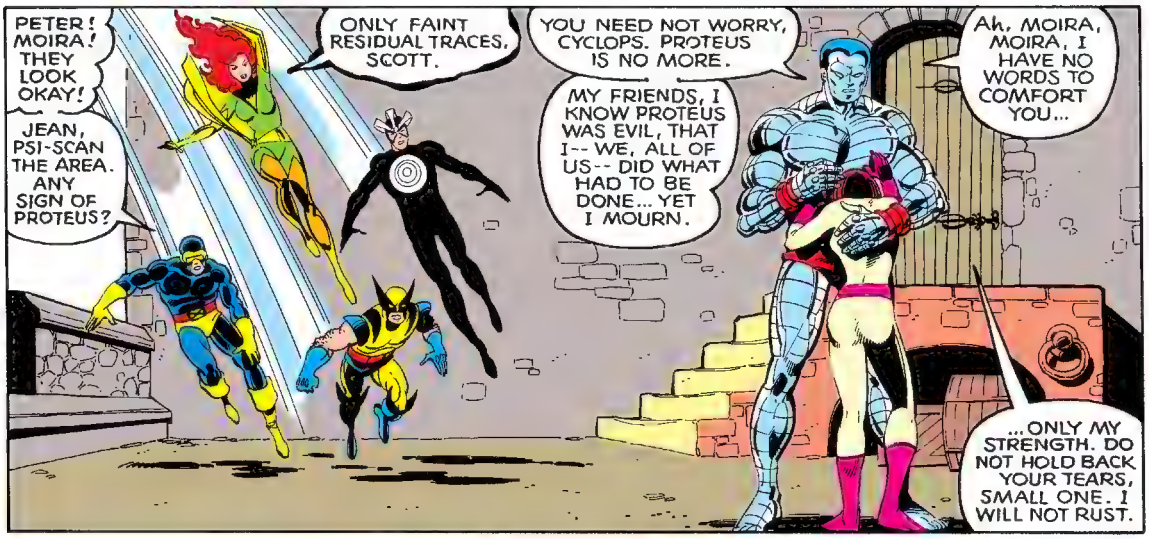
SUDDENLY, THE AIR AROUND COLOSSUS EXPLODES INTO FLAME, THE FIRE HOUNDING HIM LIKE A THING ALIVE. AT THE SAME TIME, PROTEUS ATTACKS ON A PSYCHIC LEVEL.
OH, NO, PETER --NO!!
CALLING FORTH MEMORIES THAT HAVE HAUNTED PETER RASPUTIN SINCE CHILD-HOOD -- OF THE FATEFUL DAY HIS BROTHER, MIKHAIL, A RUSSIAN COSMO-NAUT, DIED IN A LAUNCH PAD FIRE...
... PROTEUS SEEKS TO HURT PETER AS MUCH, AND IN AS MANY WAYS, AS POSSIBLE--
--BEFORE HE FINALLY KILLS HIM. AS HE WILL KILL ALL THE X-MEN.
I... HEAR YOU, BUTCHER-- IN-SIDE MY MIND-- LAUGHING!
YOU... ENJOY CAUSING PAIN... DEATH. BEFORE I MET YOU, I NEVER UNDERSTOOD... EVIL. YOU ARE EVIL, PROTEUS.
BUT YOU HAVE MADE A FATAL MISTAKE. YOU TOYED WITH ME WHEN YOU SHOULD HAVE SLAIN ME, ALLOWING ME TIME TO CHANGE FROM PETER RASPUTIN...
... TO COLOSSUS!
THAT MISTAKE WILL BE YOUR LAST!
IT FEELS LIKE GRABBING MILLIONS OF LIVE WIRES...
...AS COLOSSUS SMASHES HIS ORGANIC STEEL FISTS INTO THE HEART OF PROTEUS' ENERGY FORM.

AND THAT'S ONLY THE BEGINNING OF HIS ORDEAL, AS COLOSSUS' DENSE MOLECULAR STRUCTURE TOTALLY DISRUPTS THE DELICATELY BALANCED ENERGY MATRICES THAT MAKE UP THE ROGUE MUTANT.
IN A SENSE, HE SHORT-CIRCUITS PROTEUS, SCATTERING EVERY FABRIC OF THE VILLAIN'S BEING-- EVERY SCRAP OF CONSCIOUSNESS-- TO THE FOUR CORNERS OF THE EARTH.
THE END IS INSTANTANEOUS...

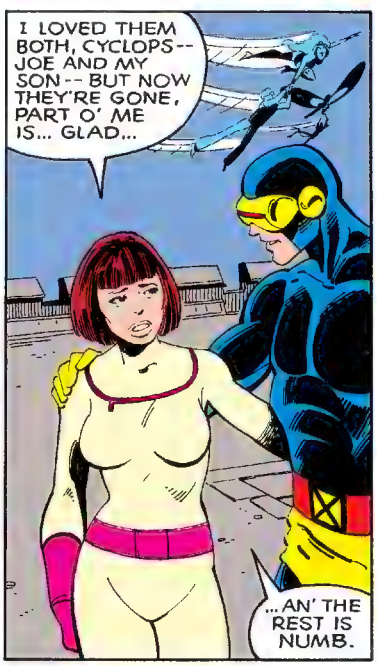
...THE PYROTECHNICS LIGHTING UP THE EVENING SKY FOR MILES.
GOOD LORD.
METAL IN ANY FORM IS ANATHEMA TO PROTEUS-- THAT'S WHY I WAS COUNTING ON COLOSSUS TO FINISH THE JOB THE REST OF US STARTED. IT LOOKS LIKE HE'S DONE JUST THAT-- BUT AT WHAT COST?!

PETEY! DON'T BE DEAD, BIG FELLA. I GOT FEW ENOUGH SPARRIN' PARTNERS AS IT IS.
JEAN, ARE YOU STRONG ENOUGH TO FLY US UP THERE?
I'LL... GIVE IT A TRY, SCOTT.

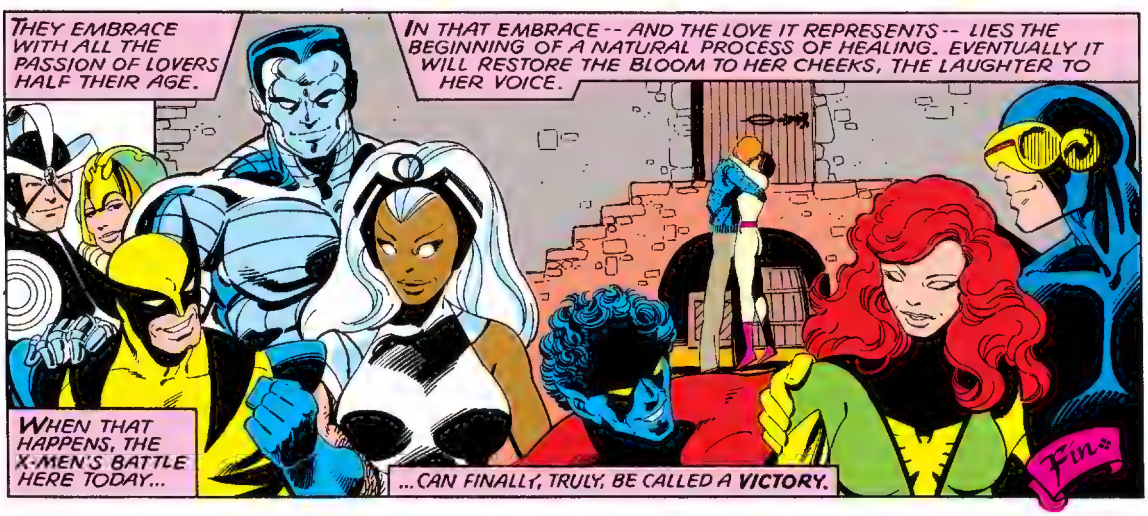
WITH AN EASE THAT SURPRISES HER AND CYCLOPS BOTH-- CONSIDERING SHE COULD BARELY STAND A FEW MINUTES AGO-- PHOENIX REACHES OUT WITH HER TELEKINETIC POWER...
...AND LIFTS HIM, WOLVERINE AND HAVOK UP THE CLIFF-FACE TOWARDS THE CASTLE RAMPARTS.


PETER! MOIRA! THEY LOOK OKAY!
JEAN, PSI-SCAN THE AREA. ANY SIGN OF PROTEUS?
ONLY FAINT RESIDUAL TRACES, SCOTT.
YOU NEED NOT WORRY, CYCLOPS. PROTEUS IS NO MORE.
MY FRIENDS, I KNOW PROTEUS WAS EVIL, THAT I-- WE, ALL OF US-- DID WHAT HAD TO BE DONE... YET I MOURN.
Ah, MOIRA, MOIRA, I HAVE NO WORDS TO COMFORT YOU...
...ONLY MY STRENGTH. DO NOT HOLD BACK YOUR TEARS, SMALL ONE. I WILL NOT RUST.

I'M PROUD OF YA, PETEY! I COULDN'T HAVE ACED THAT SUCKER BETTER MYSELF!
THANK YOU, WOLVERINE. I THINK.
KANG!
BUT HUSH, NOW. LET MOIRA GRIEVE IN PEACE.


I LOVED THEM BOTH, CYCLOPS-- JOE AND MY SON-- BUT NOW THEY'RE GONE, PART O' ME IS... GLAD...
...AN' THE REST IS NUMB.

PERHAPS A MERCIFUL GOD WILL PARDON ME FOR MY PART IN THIS TRAGEDY. BUT I'LL NOT FORGIVE MYSELF.
MOIRA! ARE YE WELL, DARLIN'?
S-SEAN?


THEY EMBRACE WITH ALL THE PASSION OF LOVERS HALF THEIR AGE.
IN THAT EMBRACE -- AND THE LOVE IT REPRESENTS -- LIES THE BEGINNING OF A NATURAL PROCESS OF HEALING. EVENTUALLY IT WILL RESTORE THE BLOOM TO HER CHEEKS, THE LAUGHTER TO HER VOICE.
WHEN THAT HAPPENS, THE X-MEN'S BATTLE HERE TODAY...
...CAN FINALLY, TRULY, BE CALLED A VICTORY.
Fin.

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Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS——feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

GOD SPARE THE CHILD...

IT'S ALWAYS HARD TO BID FAREWELL TO THOSE YOU LOVE. FOR THE X-MEN-- GATHERED ON THE RAIN-SLICK LANDING PAD BEHIND MOIRA MacTAGGERT'S MUIR ISLAND MUTANT RESEARCH CENTRE -- IT'S HARDER THAN MOST...

...BECAUSE THEY NEVER KNOW IF THIS FAREWELL WILL BE THEIR LAST.

THE "BLACKBIRD'S" FUELED AND CHECKED OUT, SEAN.

I GUESS IT'S TIME WE WERE ON OUR WAY.

AYE. IT'S BEEN GOOD HAVIN' THE LOT O' YE HERE THESE PAST FEW DAYS-- AFTER THAT BATTLE WITH **PROTEUS**,* WE ALL NEEDED A REST--

-- I'M SORRY TO SEE YE GO, CYCLOPS.

*LAST ISSUE -- ROG.

By CHRIS CLAREMONT and JOHN BYRNE with
TERRY AUSTIN *INKER* | TOM ORZECHOWSKI *LETTERER* | BOB SHAREN *COLORIST* | ROGER STERN *EDITOR* | JIM SHOOTER *Ed.-IN-CHIEF*

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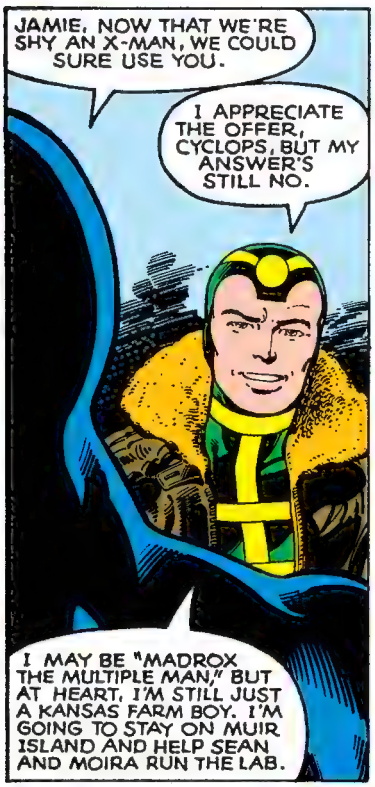
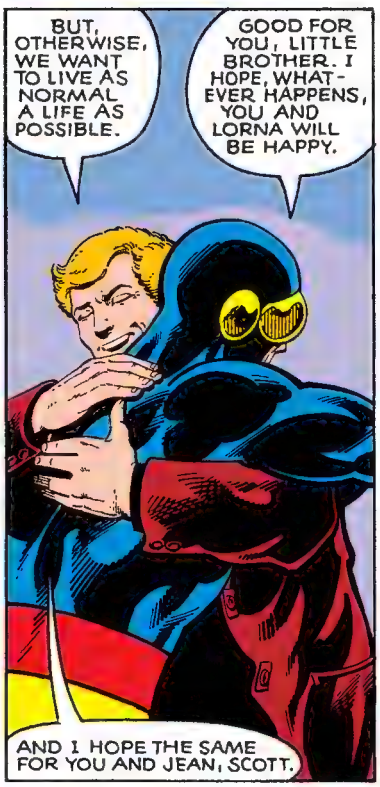
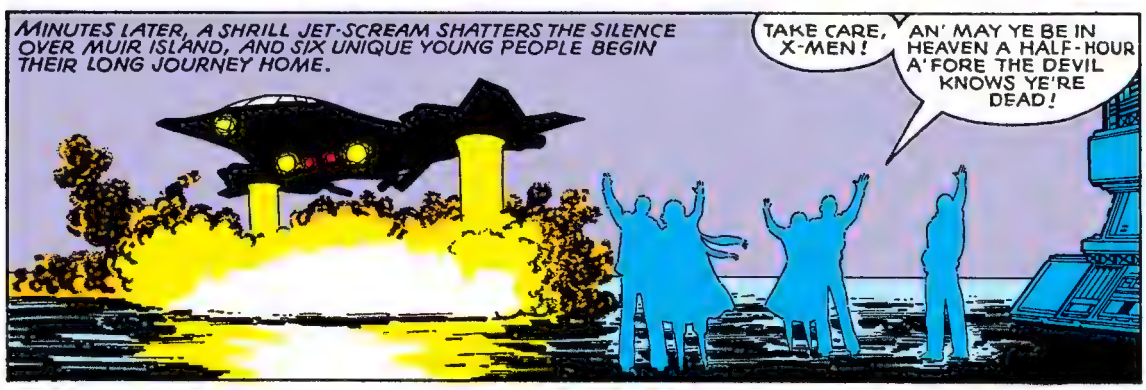
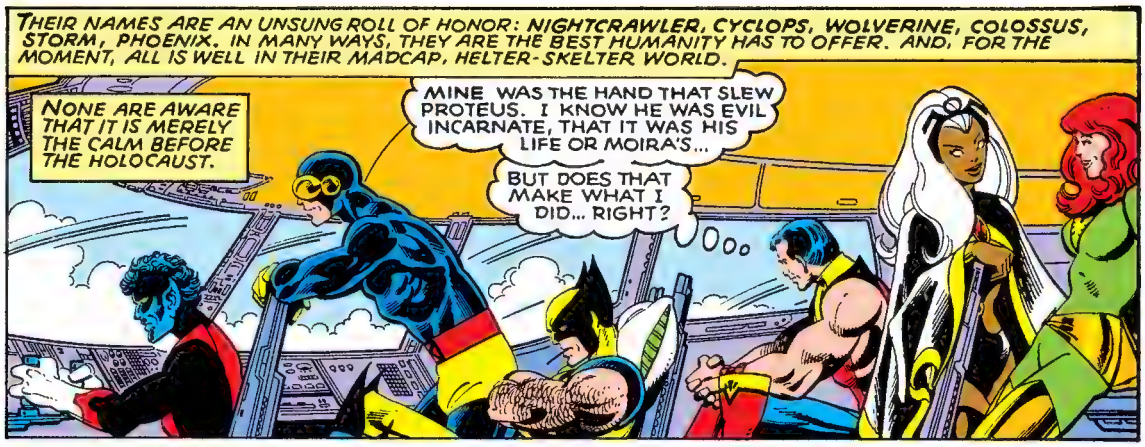
I'M SORRY YOU'RE NOT COMING WITH US, SEAN. ARE YOU SURE YOU WON'T RECONSIDER YOUR DECISION TO LEAVE THE X-MEN?
UNTIL ME SONIC SCREAM HEALS -- IF IT EVER DOES -- THE BANSHEE IS OF NO REAL USE T' YE, BOYO. AN'... I'M NEEDED MORE HERE.
WHEN WE DESTROYED PROTEUS, BOTH MOIRA'S SON AN'... HER HUSBAND DIED AS WELL. SHE KNOWS WE HAD NO CHOICE -- BUT, STILL, THAT KIND OF HURT GOES DEEP. SHE'LL BE A LONG TIME RECOVERIN', AN' SHE CAN'T DO IT ALONE.
I UNDERSTAND. I WISH YOU WELL. BOTH OF YOU.

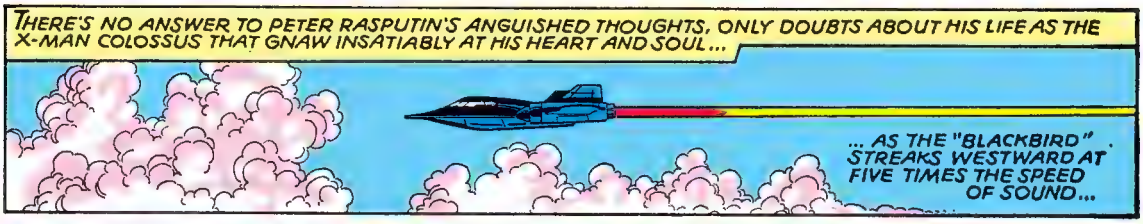

JAMIE, NOW THAT WE'RE SHY AN X-MAN, WE COULD SURE USE YOU.
I APPRECIATE THE OFFER, CYCLOPS, BUT MY ANSWER'S STILL NO.
I MAY BE "MADROX THE MULTIPLE MAN," BUT AT HEART, I'M STILL JUST A KANSAS FARM BOY. I'M GOING TO STAY ON MUIR ISLAND AND HELP SEAN AND MOIRA RUN THE LAB.

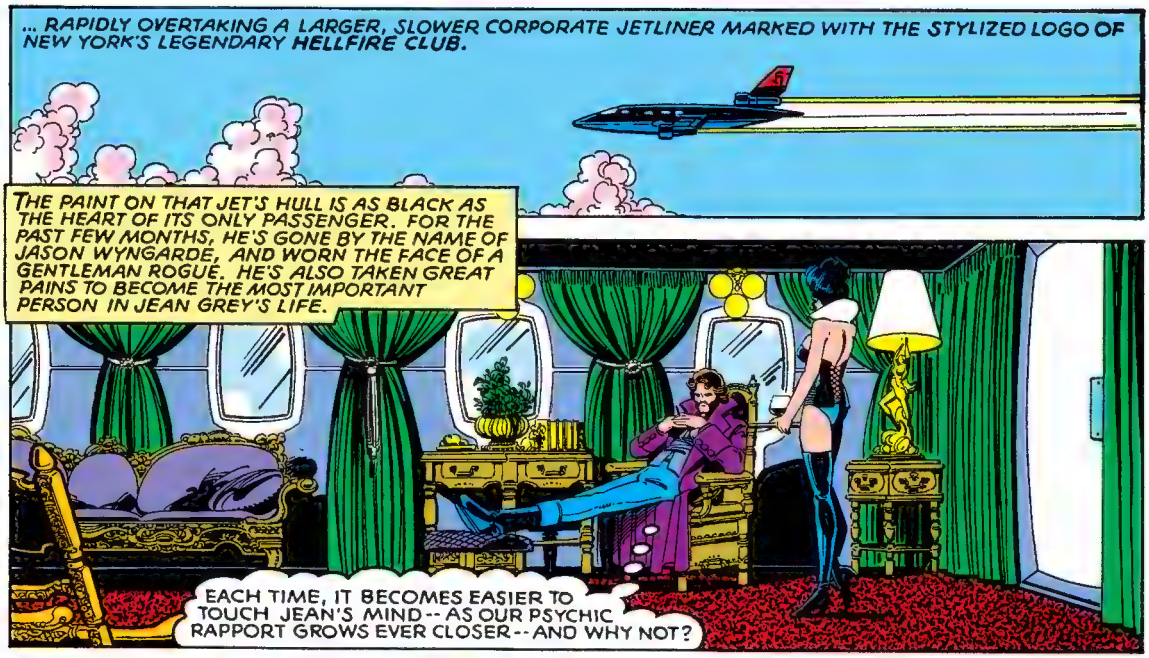
ALEX, LORNA...
I'M SORRY, TOO, SCOTT. AS *HAVOK* AND *POLARIS* WE MAY BE SUPER-POWERED MUTANTS, BUT ALEX SUMMERS AND LORNA DANE AREN'T X-MEN.
IF YOU EVER NEED US, JUST CALL AND WE'LL COME RUNNING.

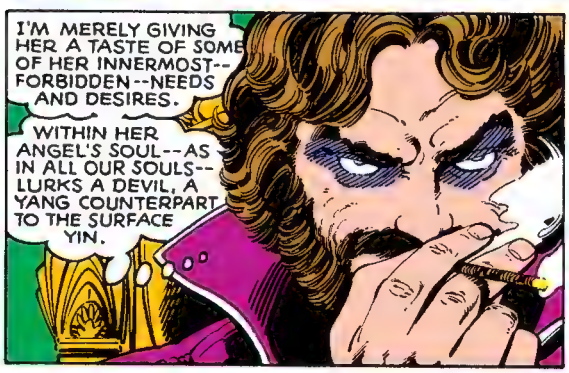

BUT, OTHERWISE, WE WANT TO LIVE AS NORMAL A LIFE AS POSSIBLE.
GOOD FOR YOU, LITTLE BROTHER. I HOPE, WHATEVER HAPPENS, YOU AND LORNA WILL BE HAPPY.
AND I HOPE THE SAME FOR YOU AND JEAN, SCOTT.

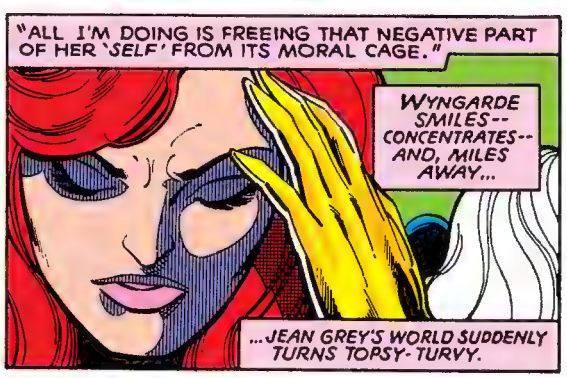

MINUTES LATER, A SHRILL JET-SCREAM SHATTERS THE SILENCE OVER MUIR ISLAND, AND SIX UNIQUE YOUNG PEOPLE BEGIN THEIR LONG JOURNEY HOME.
TAKE CARE, X-MEN!
AN' MAY YE BE IN HEAVEN A HALF-HOUR A'FORE THE DEVIL KNOWS YE'RE DEAD!


THEIR NAMES ARE AN UNSUNG ROLL OF HONOR: NIGHTCRAWLER, CYCLOPS, WOLVERINE, COLOSSUS, STORM, PHOENIX. IN MANY WAYS, THEY ARE THE BEST HUMANITY HAS TO OFFER. AND, FOR THE MOMENT, ALL IS WELL IN THEIR MADCAP, HELTER-SKELTER WORLD.
NONE ARE AWARE THAT IT IS MERELY THE CALM BEFORE THE HOLOCAUST.
MINE WAS THE HAND THAT SLEW PROTEUS. I KNOW HE WAS EVIL INCARNATE, THAT IT WAS HIS LIFE OR MOIRA'S...
BUT DOES THAT MAKE WHAT I DID... RIGHT?

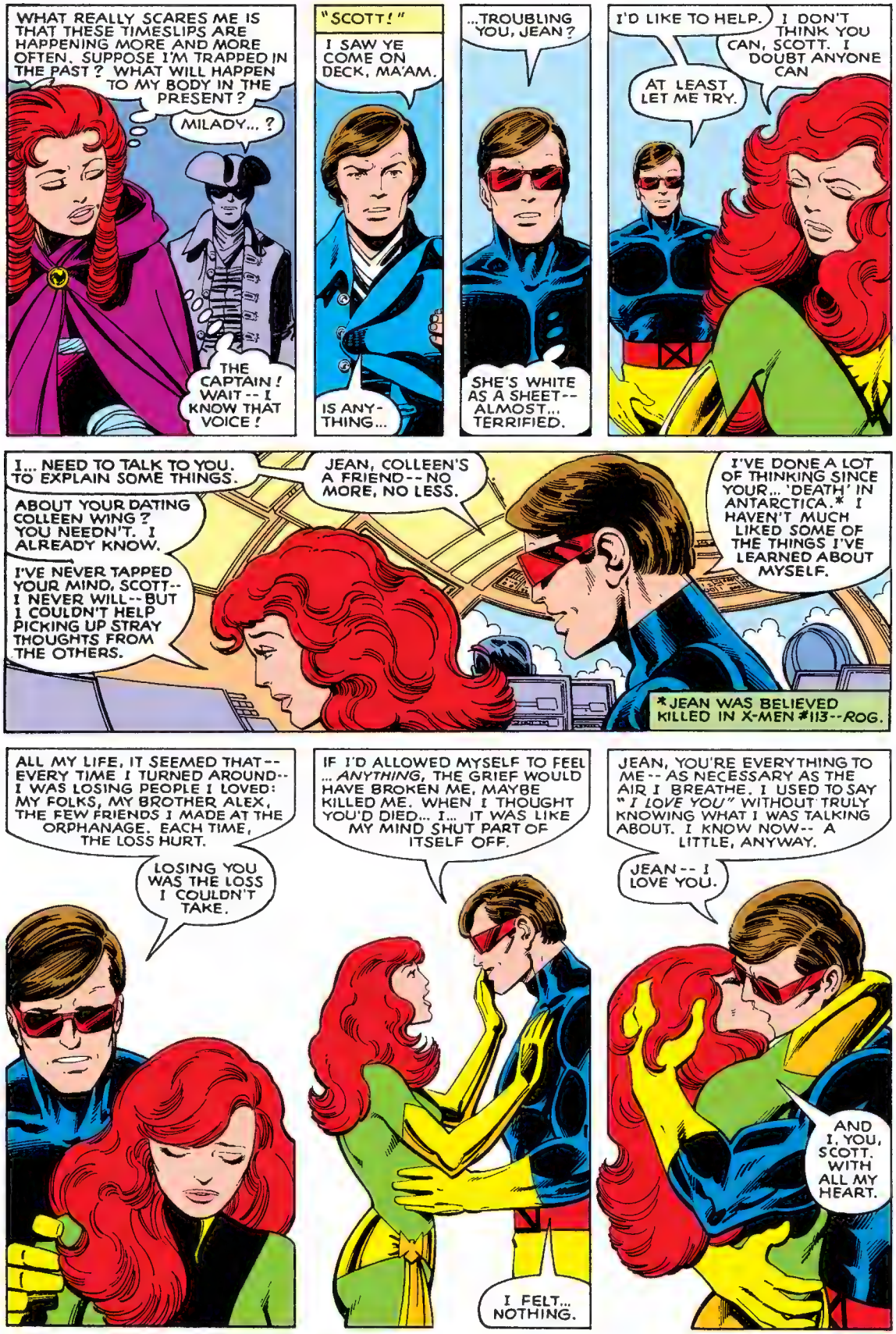

THERE'S NO ANSWER TO PETER RASPUTIN'S ANGUISHED THOUGHTS, ONLY DOUBTS ABOUT HIS LIFE AS THE X-MAN COLOSSUS THAT GNAW INSATIABLY AT HIS HEART AND SOUL...
... AS THE "BLACKBIRD" STREAKS WESTWARD AT FIVE TIMES THE SPEED OF SOUND...

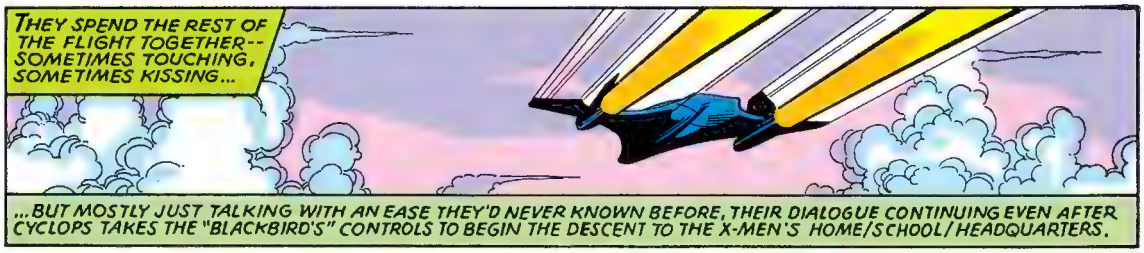

... RAPIDLY OVERTAKING A LARGER, SLOWER CORPORATE JETLINER MARKED WITH THE STYLIZED LOGO OF NEW YORK'S LEGENDARY HELLFIRE CLUB.
THE PAINT ON THAT JET'S HULL IS AS BLACK AS THE HEART OF ITS ONLY PASSENGER. FOR THE PAST FEW MONTHS, HE'S GONE BY THE NAME OF JASON WYNGARDE, AND WORN THE FACE OF A GENTLEMAN ROGUE. HE'S ALSO TAKEN GREAT PAINS TO BECOME THE MOST IMPORTANT PERSON IN JEAN GREY'S LIFE.
EACH TIME, IT BECOMES EASIER TO TOUCH JEAN'S MIND--AS OUR PSYCHIC RAPPORT GROWS EVER CLOSER--AND WHY NOT?

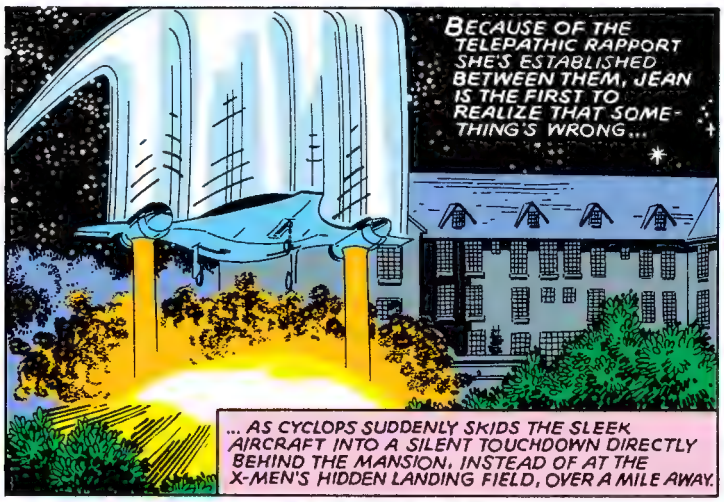

I'M MERELY GIVING HER A TASTE OF SOME OF HER INNERMOST--FORBIDDEN--NEEDS AND DESIRES.
WITHIN HER ANGEL'S SOUL--AS IN ALL OUR SOULS--LURKS A DEVIL, A YANG COUNTERPART TO THE SURFACE YIN.


"ALL I'M DOING IS FREEING THAT NEGATIVE PART OF HER 'SELF' FROM ITS MORAL CAGE."
WYNGARDE SMILES--CONCENTRATES--AND, MILES AWAY...
...JEAN GREY'S WORLD SUDDENLY TURNS TOPSY-TURVY.

WHEN AT LAST SHE OPENS HER EYES, THE "BLACKBIRD" AND HER FRIENDS ARE GONE. FOR HER, TIME HAS APPARENTLY SLIPPED BACKWARDS TWO HUNDRED YEARS * AND SHE IS ONCE MORE LADY JEAN GREY, NOW EN ROUTE TO AMERICA WITH THE MAN SHE LOVES AND WILL SOON MARRY.
OH, NO! DEAR LORD-- NO! NOT AGAIN!!
I'M ON A SHIP! EVERYTHING'S CHANGED-- I'VE CHANGED!
* AS IT HAS TWICE BEFORE, IN X-MEN #'S 125 & 126 -- ROG.
HIS NAME IS JASON WYNGARDE. HE'S A KNIGHT OF THE REALM, AND THE MOST MAGNIFICENT MAN SHE HAS EVER KNOWN.
IS ANYTHING AMISS, JEAN? I THOUGHT I HEARD YOU CRY OUT.
I KNOW WE'VE HAD A ROUGH PASSAGE, MY DARLING, BUT WE'LL SOON BE IN NEW YORK.
AND THEN YOU'LL BE MINE. FOREVER!
YES, JASON. OH,YES...
NO! WHAT AM I DOING?!
THE EMOTIONS HE STIRS WITHIN ME--SO INTENSE-- MUST BREAK AWAY... WHILE I CAN!
I... MY HEAD ACHES SO, JASON. I'LL BE FINE ONCE I'VE HAD A BREATH OF FRESH AIR.
I'LL ACCOMPANY YOU.
NO! THANK YOU. I... PREFER TO BE ALONE.
DESPERATELY, HER TELEPATHIC POWERS SCOUR THE SHIP, BUT THEY ONLY CONFIRM WHAT HER SENSES HAVE ALREADY TOLD HER. THIS IS REALITY.
I THOUGHT THESE TIMESLIPS WERE CAUSED BY PROTEUS' REALITY-WARPING POWER.
IT SEEMS I WAS MISTAKEN.
BUT THE ALTERNATIVE IS SO INCREDIBLE -- CAN I ACTUALLY BE PSYCHICALLY SHIFTING IN TIME, RELIVING THE LIFE OF ONE OF MY ANCESTORS?
I SUPPOSE, FOR THE POWER OF PHOENIX, ANYTHING IS POSSIBLE. THAT SCARES ME.

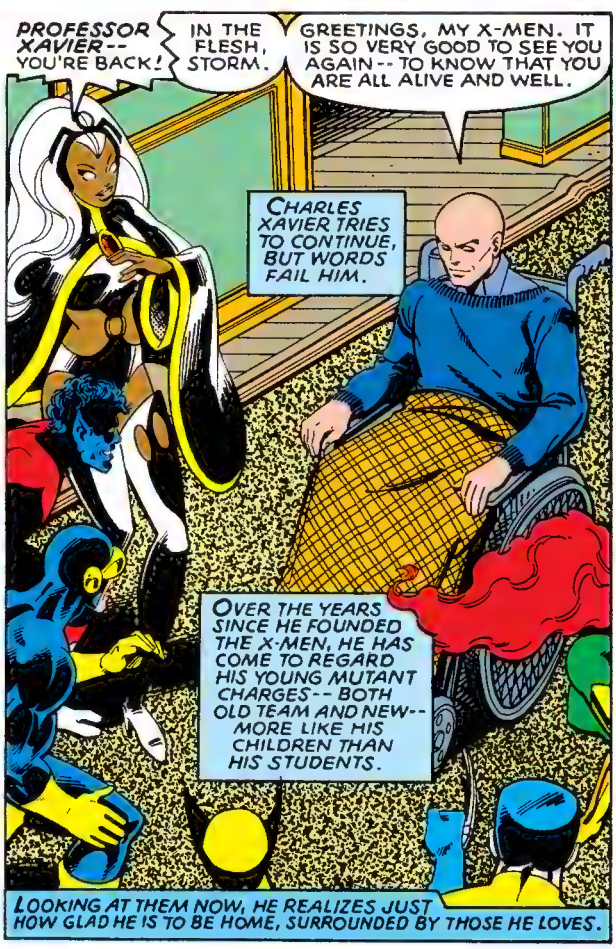

WHAT REALLY SCARES ME IS THAT THESE TIMESLIPS ARE HAPPENING MORE AND MORE OFTEN. SUPPOSE I'M TRAPPED IN THE PAST? WHAT WILL HAPPEN TO MY BODY IN THE PRESENT?
MILADY...?
THE CAPTAIN! WAIT -- I KNOW THAT VOICE!
"SCOTT!"
I SAW YE COME ON DECK, MA'AM.
IS ANY-THING...
...TROUBLING YOU, JEAN?
SHE'S WHITE AS A SHEET -- ALMOST... TERRIFIED.
I'D LIKE TO HELP.
I DON'T THINK YOU CAN, SCOTT. I DOUBT ANYONE CAN
AT LEAST LET ME TRY.
I... NEED TO TALK TO YOU. TO EXPLAIN SOME THINGS.
ABOUT YOUR DATING COLLEEN WING? YOU NEEDN'T. I ALREADY KNOW.
I'VE NEVER TAPPED YOUR MIND, SCOTT -- I NEVER WILL -- BUT I COULDN'T HELP PICKING UP STRAY THOUGHTS FROM THE OTHERS.
JEAN, COLLEEN'S A FRIEND -- NO MORE, NO LESS.
I'VE DONE A LOT OF THINKING SINCE YOUR... 'DEATH' IN ANTARCTICA.* I HAVEN'T MUCH LIKED SOME OF THE THINGS I'VE LEARNED ABOUT MYSELF.
*JEAN WAS BELIEVED KILLED IN X-MEN #113 -- ROG.
ALL MY LIFE, IT SEEMED THAT -- EVERY TIME I TURNED AROUND -- I WAS LOSING PEOPLE I LOVED: MY FOLKS, MY BROTHER ALEX, THE FEW FRIENDS I MADE AT THE ORPHANAGE. EACH TIME, THE LOSS HURT.
LOSING YOU WAS THE LOSS I COULDN'T TAKE.
IF I'D ALLOWED MYSELF TO FEEL ... *ANYTHING*, THE GRIEF WOULD HAVE BROKEN ME, MAYBE KILLED ME. WHEN I THOUGHT YOU'D DIED... I... IT WAS LIKE MY MIND SHUT PART OF ITSELF OFF.
I FELT... NOTHING.
JEAN, YOU'RE EVERYTHING TO ME -- AS NECESSARY AS THE AIR I BREATHE. I USED TO SAY "*I LOVE YOU*" WITHOUT TRULY KNOWING WHAT I WAS TALKING ABOUT. I KNOW NOW -- A LITTLE, ANYWAY.
JEAN -- I LOVE YOU.
AND I, YOU, SCOTT. WITH ALL MY HEART.


THEY SPEND THE REST OF THE FLIGHT TOGETHER-- SOMETIMES TOUCHING, SOMETIMES KISSING...
...BUT MOSTLY JUST TALKING WITH AN EASE THEY'D NEVER KNOWN BEFORE, THEIR DIALOGUE CONTINUING EVEN AFTER CYCLOPS TAKES THE "BLACKBIRD'S" CONTROLS TO BEGIN THE DESCENT TO THE X-MEN'S HOME/SCHOOL/HEADQUARTERS.

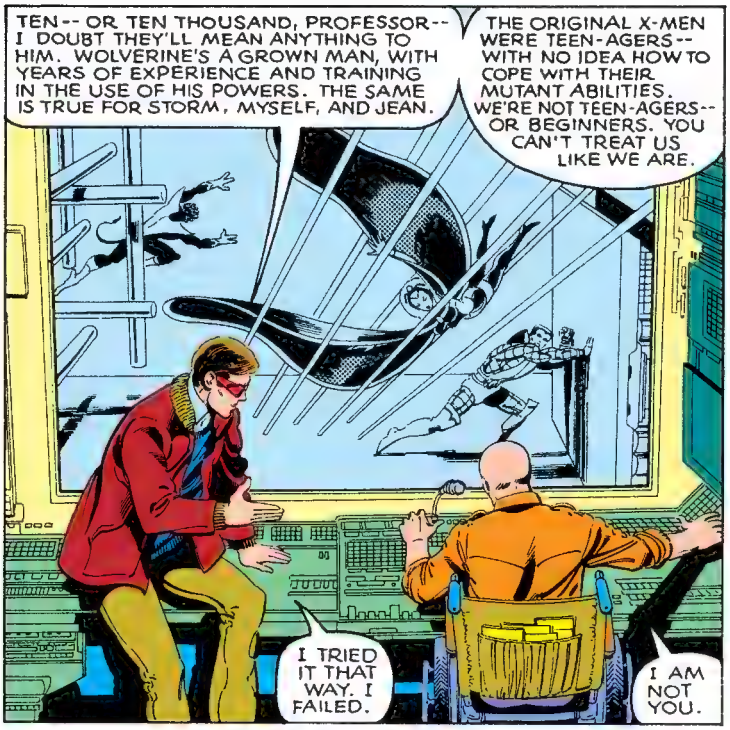

BECAUSE OF THE TELEPATHIC RAPPORT SHE'S ESTABLISHED BETWEEN THEM, JEAN IS THE FIRST TO REALIZE THAT SOMETHING'S WRONG...
...AS CYCLOPS SUDDENLY SKIDS THE SLEEK AIRCRAFT INTO A SILENT TOUCHDOWN DIRECTLY BEHIND THE MANSION, INSTEAD OF AT THE X-MEN'S HIDDEN LANDING FIELD, OVER A MILE AWAY.

CYKE, WHAT'S UP?!
INTRUDER ALERT, WOLVERINE! SENSORS HAVE PICKED UP SOMEONE INSIDE THE HOUSE THE READINGS ARE ALL SCRAMBLED, THOUGH--
--CAN'T TELL IF IT'S FRIEND OR FOE.

"SO WE'RE GOING TO ASSUME IT'S TROUBLE!"
AS THINGS TURN OUT, HOWEVER...
...IT'S QUITE THE OPPOSITE.

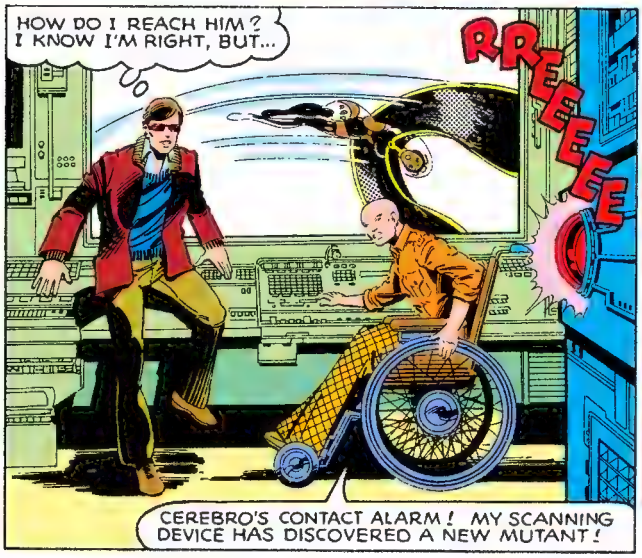

PROFESSOR XAVIER-- YOU'RE BACK!
IN THE FLESH, STORM.
GREETINGS, MY X-MEN. IT IS SO VERY GOOD TO SEE YOU AGAIN-- TO KNOW THAT YOU ARE ALL ALIVE AND WELL.
CHARLES XAVIER TRIES TO CONTINUE, BUT WORDS FAIL HIM.
OVER THE YEARS SINCE HE FOUNDED THE X-MEN, HE HAS COME TO REGARD HIS YOUNG MUTANT CHARGES-- BOTH OLD TEAM AND NEW-- MORE LIKE HIS CHILDREN THAN HIS STUDENTS.
LOOKING AT THEM NOW, HE REALIZES JUST HOW GLAD HE IS TO BE HOME, SURROUNDED BY THOSE HE LOVES.

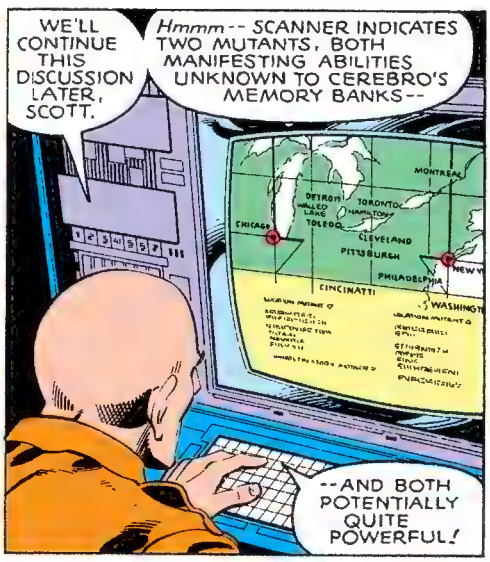
THE DAYS THAT FOLLOW ARE QUIET, LAZY-- PERFECT FOR RELAXATION AND... REFLECTION...
I'M GLAD YOU STAYED UP HERE, JEAN...
PROFESSOR X ASKED ME TO. HE WANTS TO RUN SOME TESTS.
I CAUGHT A STRAY THOUGHT-- I'M THE REASON HE RETURNED TO THE SCHOOL. HE'S WORRIED ABOUT MY ABILITY TO CONTROL PHOENIX'S POWER
SOMETHING WRONG, JEAN?
HM? NOT SO LONG AS YOU'RE AROUND.
≥Ahem!≤ THAT'S FUNNY -- THE PLACE SEEMS AWFULLY QUIET. PEOPLE SHOULD BE UP AND AROUND BY NOW.
AH-HA! I HEARD SOMETHING BEHIND THIS DOOR.
SCOTT -- WAIT! DON'T YOU REMEMBER?! THAT EXTRA-THICK DOOR LEADS TO--
--THE DANGER ROOM!
WOLVERINE, WHERE ARE YOU GOING?! WOLVERINE!!
THWAM
EASE UP, MISTER! WHAT'S GOING ON IN THERE?!
I'M NO KID ANYMORE, SUMMERS, AN' I'M NO FLAMIN' AMATEUR -- SO WHERE DOES CHROME-DOME GET OFF TREATIN' ME LIKE ONE?! YOU TELL XAVIER WHAT I TOLD YOU, BUB--
--WOLVERINE DON'T JUMP THROUGH HOOPS FOR NOBODY!
SOUNDS SERIOUS.
IT IS SERIOUS-- AND I SHOULD HAVE SEEN IT COMING.
I JUST DIDN'T FIGURE THINGS WOULD BLOW UP QUITE SO QUICKLY.
PROFESSOR, CAN I TALK TO YOU? IT'S IMPORTANT.
IN A MOMENT, SCOTT. NIGHT-CRAWLER, NOW WE WILL TEST YOUR AGILITY AND "WALL-CRAWLING" ABILITIES -- STORM, YOUR AIRBORNE MANEUVER-ABILITY -- AND COLOSSUS, YOUR STRENGTH.
SCOTT, NOTIFY WOLVERINE THAT HIS CHILDISH OUTBURST WILL COST HIM TEN DEMERITS.


TEN-- OR TEN THOUSAND, PROFESSOR-- I DOUBT THEY'LL MEAN ANYTHING TO HIM. WOLVERINE'S A GROWN MAN, WITH YEARS OF EXPERIENCE AND TRAINING IN THE USE OF HIS POWERS. THE SAME IS TRUE FOR STORM, MYSELF, AND JEAN.
THE ORIGINAL X-MEN WERE TEEN-AGERS-- WITH NO IDEA HOW TO COPE WITH THEIR MUTANT ABILITIES. WE'RE NOT TEEN-AGERS-- OR BEGINNERS. YOU CAN'T TREAT US LIKE WE ARE.
I TRIED IT THAT WAY. I FAILED.
I AM NOT YOU.

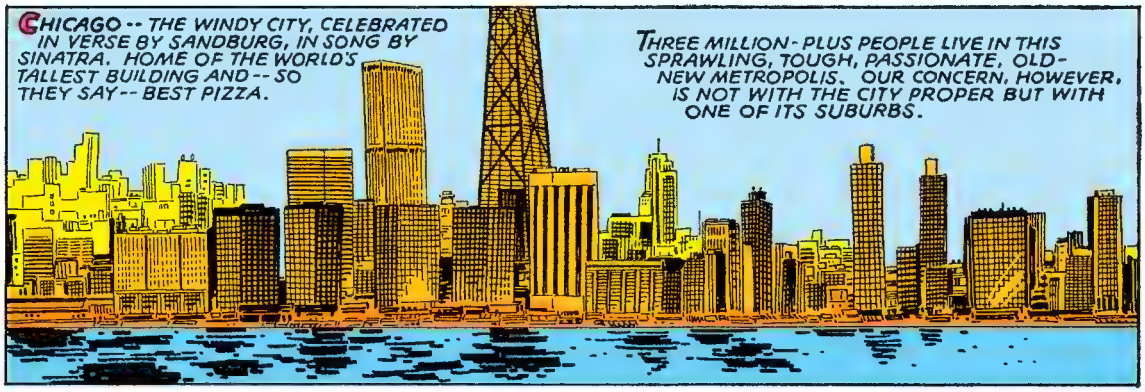
NO, SIR-- BUT YOU ALSO HAVEN'T HAD MUCH CONTACT WITH THE NEW X-MEN SINCE YOU FORMED THE TEAM. I'VE LIVED WITH THEM, WORKED WITH THEM, FOUGHT WITH THEM.
FIRST AND FOREMOST-- WE'RE INDIVIDUALS.

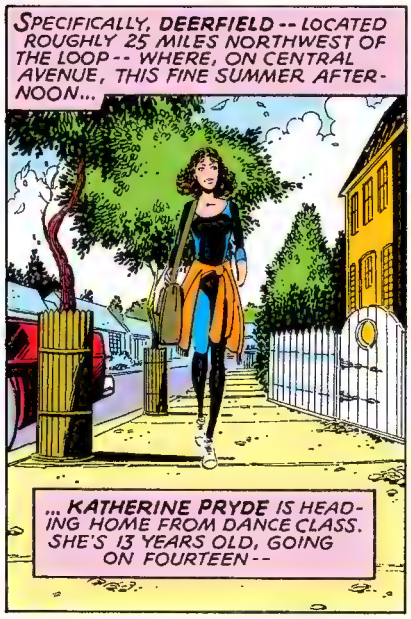
WE CAN'T MESH INTO THE SAME KIND OF TEAM AS THE ORIGINAL X-MEN, BECAUSE WE'RE NOT THE SAME KIND OF PEOPLE.
FORGIVE MY BLUNTNESS, SCOTT, BUT TO ME THAT BETOKENS A FAILURE OF LEADERSHIP ON YOUR PART. THIS... ANARCHY IS A RESULT OF YOUR FAILURE TO TEACH THESE MUTANTS HOW TO **BE** A TEAM.
PROFESSOR... WE **ARE** A TEAM!
QUIET! YOU'RE CORRECT, I HAVE BEEN REMISS IN MY DUTIES. I HAVE NOT TAUGHT THE NEW X-MEN-- IN PART BECAUSE I TRUSTED YOU TO TAKE THAT RESPONSIBILITY. THAT LAPSE WILL BE SPEEDILY RECTIFIED.

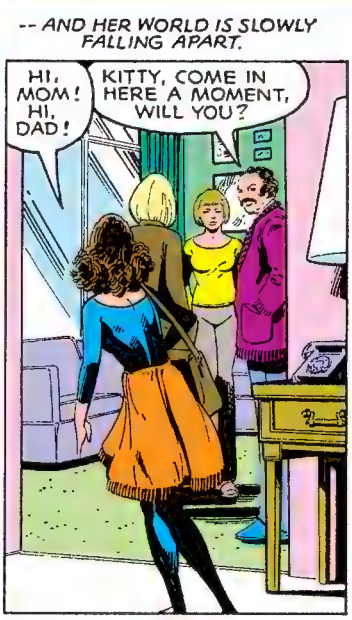

HOW DO I REACH HIM? I KNOW I'M RIGHT, BUT...
RREEEEEE
CEREBRO'S CONTACT ALARM! MY SCANNING DEVICE HAS DISCOVERED A NEW MUTANT!


WE'LL CONTINUE THIS DISCUSSION LATER, SCOTT.
Hmmm-- SCANNER INDICATES TWO MUTANTS, BOTH MANIFESTING ABILITIES UNKNOWN TO CEREBRO'S MEMORY BANKS--
MONTREAL
DETROIT
TORONTO
CHICAGO
TOLEDO
CLEVELAND
PITTSBURGH
PHILADELPHIA
CINCINNATI
--AND BOTH POTENTIALLY QUITE POWERFUL!

THIS IS CRAZY! TO HIM, I'M STILL THE UNTRIED KID WHO'S ALLOWED ONLY SO MUCH RESPONSIBILITY WITH THE X-MEN AND NO MORE!
ONE IN CHICAGO, ONE IN NEW YORK CITY. THAT MEANS--IF WE'RE TO CONTACT THEM AS QUICKLY AND EFFICIENTLY AS POSSIBLE -- WE'LL HAVE TO SPLIT THE TEAM.
YOU AND JEAN TAKE THE NEW YORK CONTACT, SCOTT.
I'LL TAKE COLOSSUS, STORM AND WOLVERINE OUT WITH ME TO CHICAGO. I WANT TO SEE HOW THEY OPERATE IN THE FIELD.
MOST IMPRESSIVE, GENTLEMEN.
POOR XAVIER. IF ONLY HE KNEW...
... THAT THE HELLFIRE CLUB HAS A TAP ON HIS PRECIOUS CEREBRO, AND THAT EVERY SCRAP OF DATA IN ITS MEMORY BANKS IS OURS FOR THE ASKING. YOUR MAN, WARHAWK, DID HIS BUGGING WORK WELL. *
WHAT'S YOUR NEXT MOVE, SHAW?
WE'LL CONTACT THOSE MUTANTS, JUST AS XAVIER PLANS TO -- ONLY THE HELLFIRE CLUB WILL GET THERE FIRST. AND RECRUIT THEM -- BY HOOK OR BY CROOK.
* FOR THOSE OF YOU WHO WONDERED WHO SICCED WARHAWK ON OUR MERRY MUTANTS BACK IN X-MEN #110, AND WHY-- WELL, NOW YOU KNOW -- ROG.
AND IF, ALONG THE WAY, WE MANAGE TO ACQUIRE -- OR ELIMINATE--SOME OF THE X-MEN, SO MUCH THE BETTER.
SHAW, YOU MAY BE CHAIRMAN OF THE HELLFIRE CLUB--AND ONE OF THE MOST POWERFUL INDUSTRIALISTS IN AMERICA--
-- BUT IF YOU THINK THE X-MEN ARE GOING TO BE PUSH-OVERS, THINK AGAIN! FAR BETTER MEN THAN YOU HAVE PLEDGED THEIR DESTRUCTION...
...YET THE X-MEN ARE STILL HERE. THEY ARE DANGEROUS!
SO ARE WE, WYNGARDE...
... AS THE X-MEN WILL SOON DISCOVER! WON'T THEY, MY DEAR WHITE QUEEN?
AS YOU SAY, SHAW!

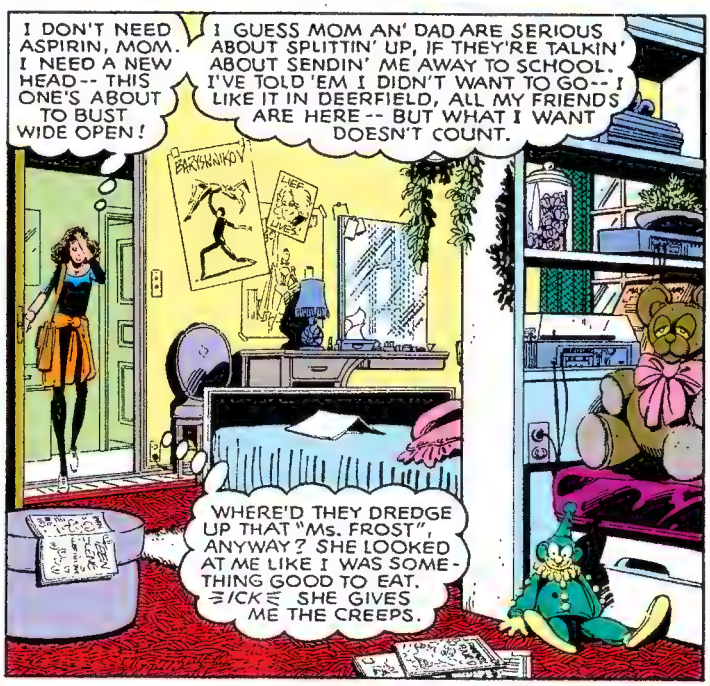

CHICAGO -- THE WINDY CITY, CELEBRATED IN VERSE BY SANDBURG, IN SONG BY SINATRA. HOME OF THE WORLD'S TALLEST BUILDING AND -- SO THEY SAY -- BEST PIZZA.
THREE MILLION-PLUS PEOPLE LIVE IN THIS SPRAWLING, TOUGH, PASSIONATE, OLD-NEW METROPOLIS. OUR CONCERN, HOWEVER, IS NOT WITH THE CITY PROPER BUT WITH ONE OF ITS SUBURBS.

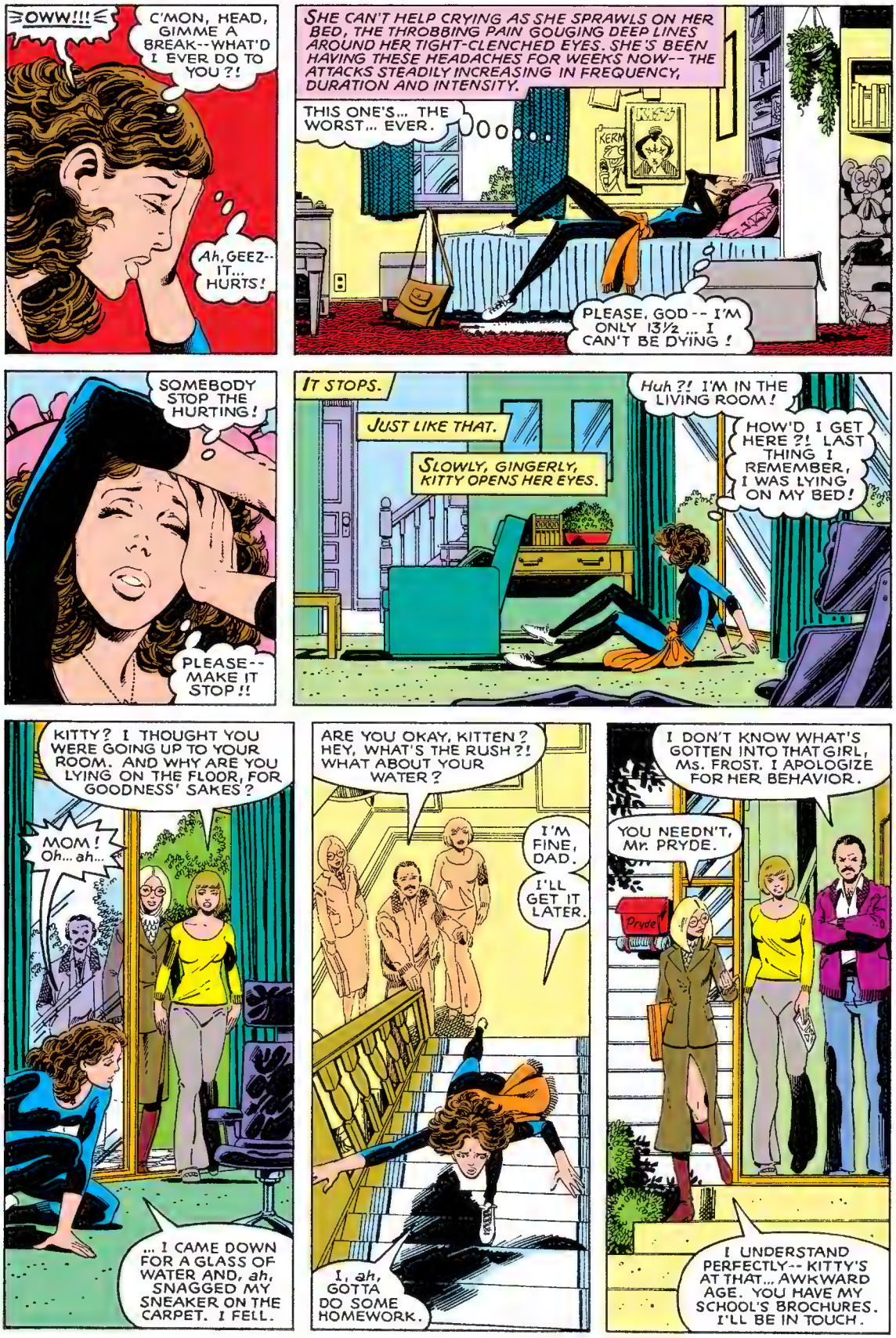

SPECIFICALLY, DEERFIELD -- LOCATED ROUGHLY 25 MILES NORTHWEST OF THE LOOP -- WHERE, ON CENTRAL AVENUE, THIS FINE SUMMER AFTERNOON...
... KATHERINE PRYDE IS HEADING HOME FROM DANCE CLASS. SHE'S 13 YEARS OLD, GOING ON FOURTEEN --

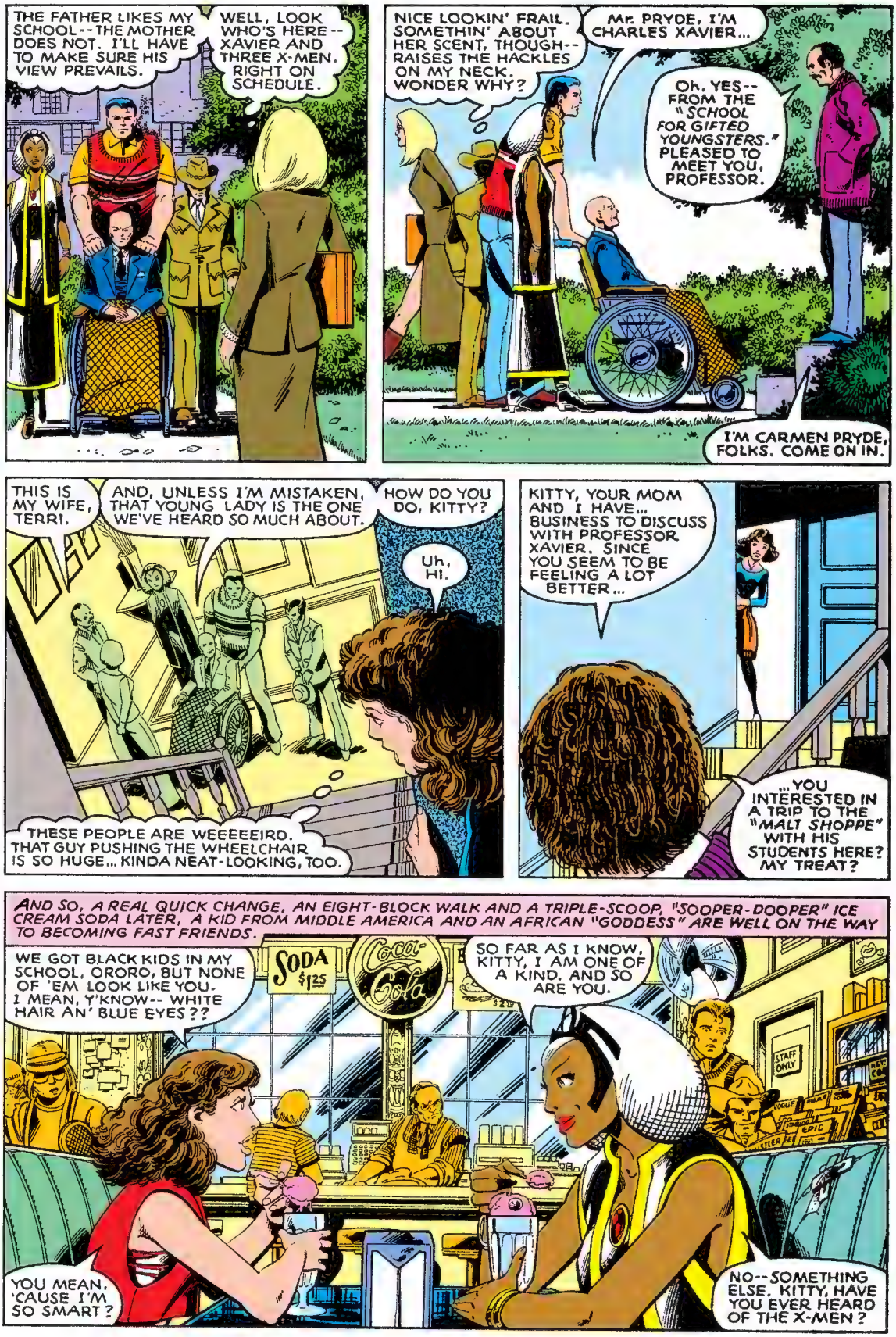

-- AND HER WORLD IS SLOWLY FALLING APART.
HI, MOM! HI, DAD!
KITTY, COME IN HERE A MOMENT, WILL YOU?

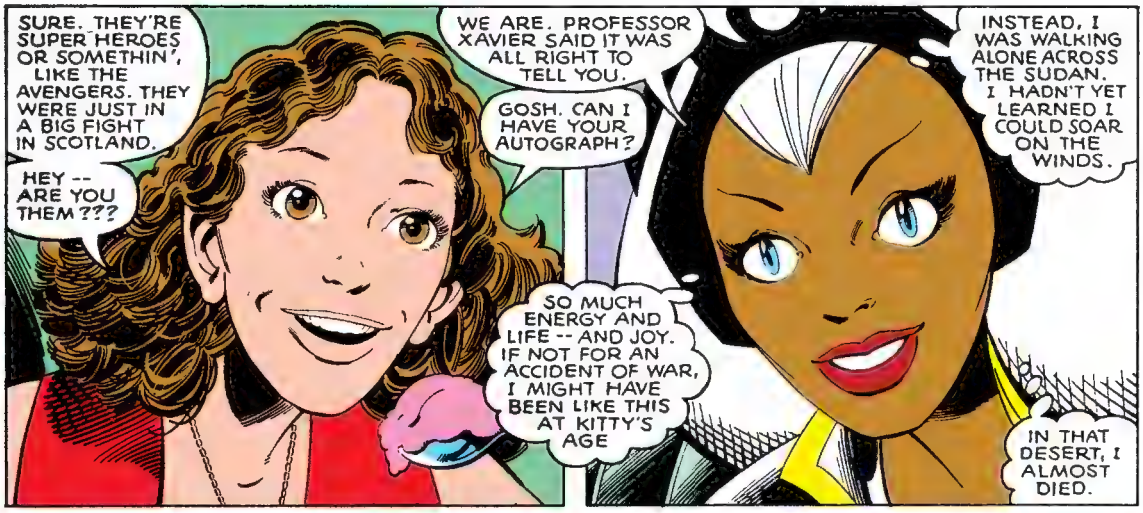
KITTY, THIS IS Ms. FROST. SHE REPRESENTS A VERY GOOD SCHOOL IN MASSACHUSETTS...
HELLO, KATHERINE. I'M SURE WE'RE GOING TO BE GREAT FRIENDS.
HI.

ARE YOU ALL RIGHT, PRECIOUS? YOU'RE HOME AWFULLY EARLY.
I HAD ANOTHER ONE OF THOSE DARN HEADACHES.
YOU GO UPSTAIRS AND LIE DOWN. I'LL BRING YOU SOME ASPIRIN IN A MINUTE.


I DON'T NEED ASPIRIN, MOM. I NEED A NEW HEAD -- THIS ONE'S ABOUT TO BUST WIDE OPEN!
I GUESS MOM AN' DAD ARE SERIOUS ABOUT SPLITTIN' UP, IF THEY'RE TALKIN' ABOUT SENDIN' ME AWAY TO SCHOOL. I'VE TOLD 'EM I DIDN'T WANT TO GO -- I LIKE IT IN DEERFIELD, ALL MY FRIENDS ARE HERE -- BUT WHAT I WANT DOESN'T COUNT.
BARYSHNIKOV
WHERE'D THEY DREDGE UP THAT "Ms. FROST", ANYWAY? SHE LOOKED AT ME LIKE I WAS SOMETHING GOOD TO EAT. ICK! SHE GIVES ME THE CREEPS.


OWW!!!
C'MON, HEAD, GIMME A BREAK--WHAT'D I EVER DO TO YOU?!
Ah, GEEZ-- IT... HURTS!
SHE CAN'T HELP CRYING AS SHE SPRAWLS ON HER BED, THE THROBBING PAIN GOUGING DEEP LINES AROUND HER TIGHT-CLENCHED EYES. SHE'S BEEN HAVING THESE HEADACHES FOR WEEKS NOW-- THE ATTACKS STEADILY INCREASING IN FREQUENCY, DURATION AND INTENSITY.
THIS ONE'S... THE WORST... EVER.
Ooo...
PLEASE, GOD-- I'M ONLY 13½ ... I CAN'T BE DYING!
SOMEBODY STOP THE HURTING!
PLEASE-- MAKE IT STOP!!
IT STOPS.
JUST LIKE THAT.
SLOWLY, GINGERLY, KITTY OPENS HER EYES.
Huh?! I'M IN THE LIVING ROOM!
HOW'D I GET HERE?! LAST THING I REMEMBER, I WAS LYING ON MY BED!
KITTY? I THOUGHT YOU WERE GOING UP TO YOUR ROOM. AND WHY ARE YOU LYING ON THE FLOOR, FOR GOODNESS' SAKES?
MOM! Oh... ah...
... I CAME DOWN FOR A GLASS OF WATER AND, ah, SNAGGED MY SNEAKER ON THE CARPET. I FELL.
ARE YOU OKAY, KITTEN? HEY, WHAT'S THE RUSH?! WHAT ABOUT YOUR WATER?
I'M FINE, DAD.
I'LL GET IT LATER.
I, ah, GOTTA DO SOME HOMEWORK.
I DON'T KNOW WHAT'S GOTTEN INTO THAT GIRL, Ms. FROST. I APOLOGIZE FOR HER BEHAVIOR.
YOU NEEDN'T, Mr. PRYDE.
Pryde!
I UNDERSTAND PERFECTLY-- KITTY'S AT THAT... AWKWARD AGE. YOU HAVE MY SCHOOL'S BROCHURES. I'LL BE IN TOUCH.

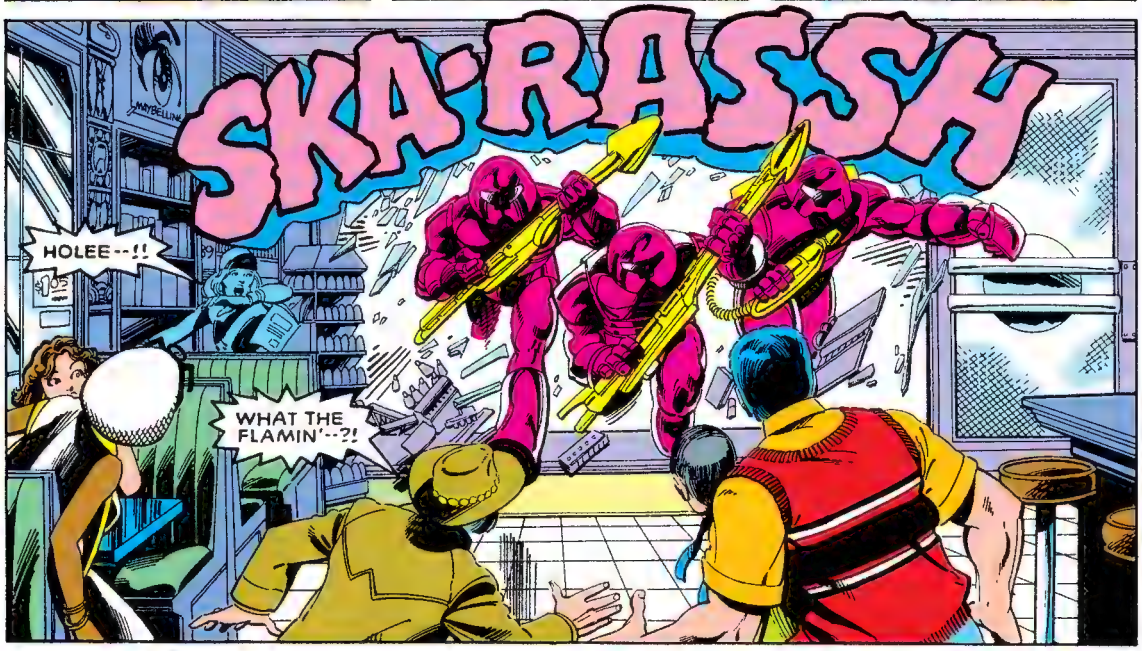

THE FATHER LIKES MY SCHOOL--THE MOTHER DOES NOT. I'LL HAVE TO MAKE SURE HIS VIEW PREVAILS.
WELL, LOOK WHO'S HERE--XAVIER AND THREE X-MEN. RIGHT ON SCHEDULE.
NICE LOOKIN' FRAIL. SOMETHIN' ABOUT HER SCENT, THOUGH--RAISES THE HACKLES ON MY NECK. WONDER WHY?
Mr. PRYDE, I'M CHARLES XAVIER...
Oh, YES--FROM THE "SCHOOL FOR GIFTED YOUNGSTERS." PLEASED TO MEET YOU, PROFESSOR.
I'M CARMEN PRYDE, FOLKS. COME ON IN.
THIS IS MY WIFE, TERRI.
AND, UNLESS I'M MISTAKEN, THAT YOUNG LADY IS THE ONE WE'VE HEARD SO MUCH ABOUT.
HOW DO YOU DO, KITTY?
Uh, HI.
THESE PEOPLE ARE WEEEEEIRD. THAT GUY PUSHING THE WHEELCHAIR IS SO HUGE... KINDA NEAT-LOOKING, TOO.
KITTY, YOUR MOM AND I HAVE... BUSINESS TO DISCUSS WITH PROFESSOR XAVIER. SINCE YOU SEEM TO BE FEELING A LOT BETTER...
...YOU INTERESTED IN A TRIP TO THE "MALT SHOPPE" WITH HIS STUDENTS HERE? MY TREAT?
AND SO, A REAL QUICK CHANGE, AN EIGHT-BLOCK WALK AND A TRIPLE-SCOOP, "SOOPER-DOOPER" ICE CREAM SODA LATER, A KID FROM MIDDLE AMERICA AND AN AFRICAN "GODDESS" ARE WELL ON THE WAY TO BECOMING FAST FRIENDS.
WE GOT BLACK KIDS IN MY SCHOOL, ORORO, BUT NONE OF 'EM LOOK LIKE YOU. I MEAN, Y'KNOW-- WHITE HAIR AN' BLUE EYES??
SODA $1.25
Coca-Cola
SO FAR AS I KNOW, KITTY, I AM ONE OF A KIND. AND SO ARE YOU.
STAFF ONLY
YOU MEAN, 'CAUSE I'M SO SMART?
NO--SOMETHING ELSE. KITTY, HAVE YOU EVER HEARD OF THE X-MEN?


SURE. THEY'RE SUPER HEROES OR SOMETHIN', LIKE THE AVENGERS. THEY WERE JUST IN A BIG FIGHT IN SCOTLAND.
HEY -- ARE YOU THEM???
WE ARE. PROFESSOR XAVIER SAID IT WAS ALL RIGHT TO TELL YOU.
GOSH. CAN I HAVE YOUR AUTOGRAPH?
SO MUCH ENERGY AND LIFE -- AND JOY. IF NOT FOR AN ACCIDENT OF WAR, I MIGHT HAVE BEEN LIKE THIS AT KITTY'S AGE
INSTEAD, I WAS WALKING ALONE ACROSS THE SUDAN. I HADN'T YET LEARNED I COULD SOAR ON THE WINDS.
IN THAT DESERT, I ALMOST DIED.

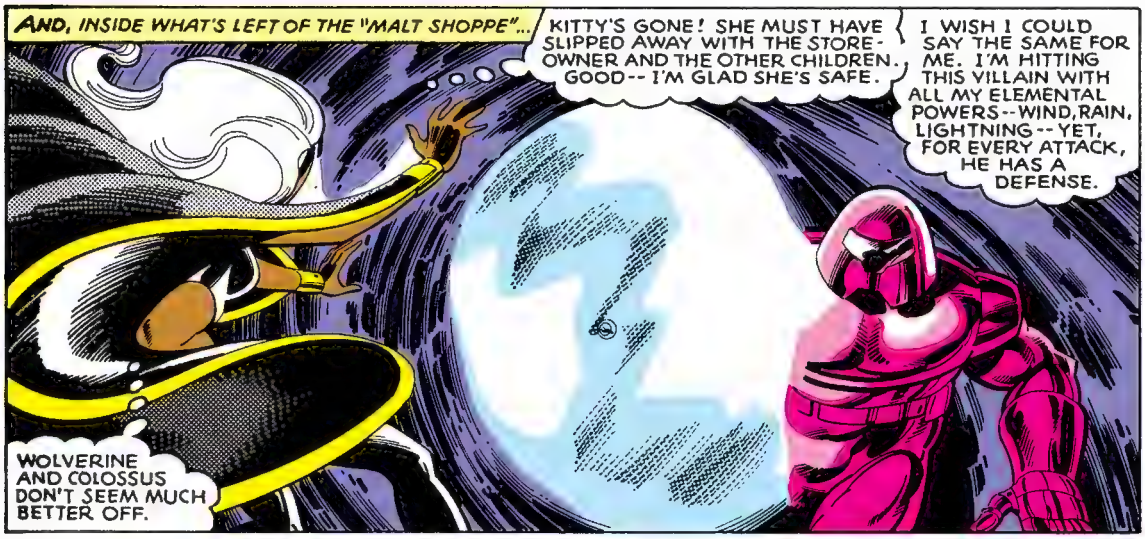
MEANWHILE...
THIS AIN'T NO LIBERRY, FELLA. YOU WANNA READ THE MAGAZINE, BUY THE MAGAZINE.
TAP TAP
PENTHO

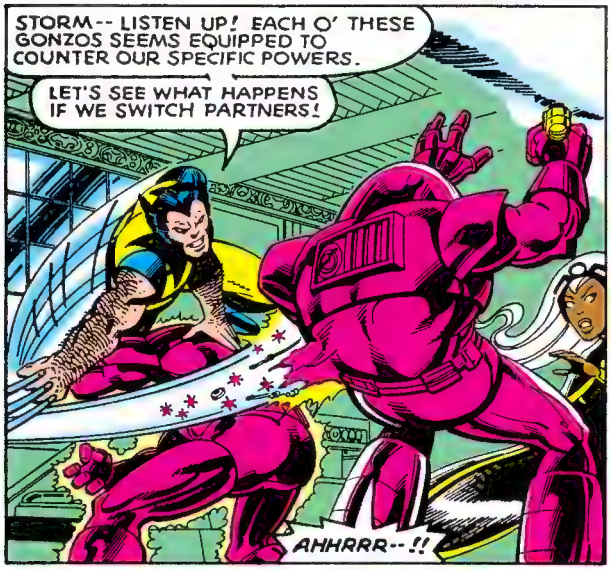
I DON'T LIKE BEIN' TAPPED, BUB. OR ORDERED AROUND.
WOLVERINE... NO!
59
I DON'T LIKE PEOPLE READIN' WITHOUT PAYIN'. WANNA MAKE SOMETHIN' OF IT?

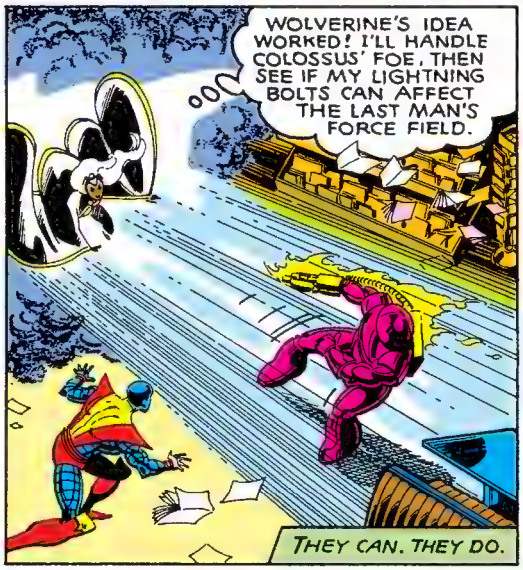
I THOUGHT YOU'D NEVER ASK.
WOLVERINE-- BEHIND YOU!
Eh?

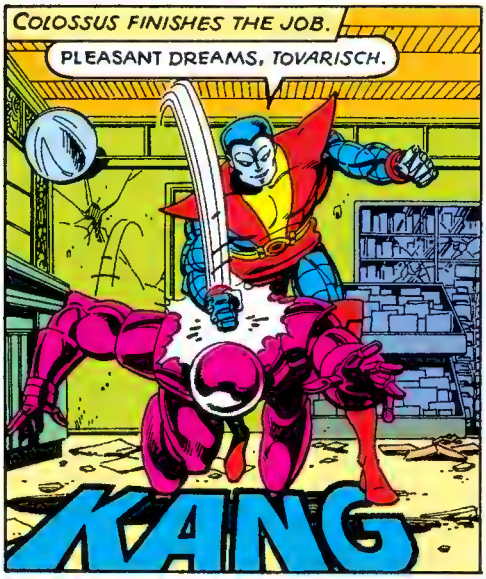

SKA-RASSH
HOLEE--!!
WHAT THE FLAMIN'--?!

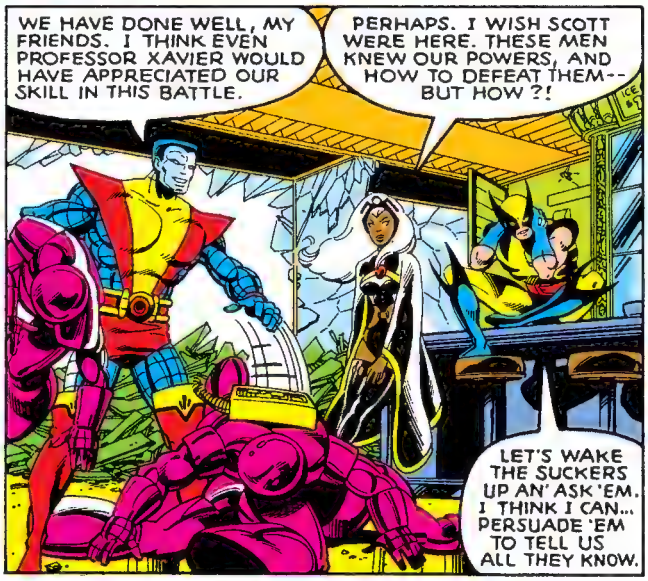
WE'VE FOUND THE X-MEN-- TAKE 'EM!
BY THE WHITE WOLF, A FLAME-THROWER! I BARELY MANAGED TO CHANGE INTO MY ARMORED FORM--
--AND SHIELD THE STORE-OWNER FROM THE BLAST-- IN TIME.
EVEN SO--THE HEAT IS INCREDIBLE. I CAN ACTUALLY FEEL IT!
FELLAS-- I DUNNO WHO YOU ARE, AN', FRANKLY, I COULDN'T CARE LESS--
--BUT RIGHT NOW, YOU'RE THE ANSWER TO THE WOLVERINE'S PRAYERS!
AND, AT WOLVERINE'S COMMAND, GLEAMING ADAMANTIUM CLAWS POP OUT OF THE BACK OF HIS HANDS.
I'VE BEEN SPOILIN' FER A DECENT ROUGHHOUSE. I'M OBLIGED TO YOU CLOWNS FOR-- HEY!
MY CLAWS-- I DIDN'T EVEN TOUCH THE CREEP!
HE'S PROTECTED BY SOME SORT'A FORCE-FIELD--
UNNNGNH!!
THAT KICK SENDS HER A LOT FARTHER THAN SHE'D ANTICIPATED.
YYIIII--!!
POST NO PILLS
THE BLOW HURLS WOLVERINE THE LENGTH OF THE SHOP. INSTINCTIVELY-- AND WITH A YELP OF MINGLED SURPRISE AND FEAR-- KITTY PRYDE KICKS HERSELF BACKWARDS TO GET OUT OF THE WAY.
I... I'M OUTSIDE. I... PUSHED MYSELF... RIGHT THROUGH THE WALL. BUT-- THAT'S IMPOSSIBLE!
FEEL SO... TIRED ...DIZZY-- NEVER FELT THIS WAY BEFORE. WANT TO STAY... AWAKE...
... BUT... CANNNNN'T...

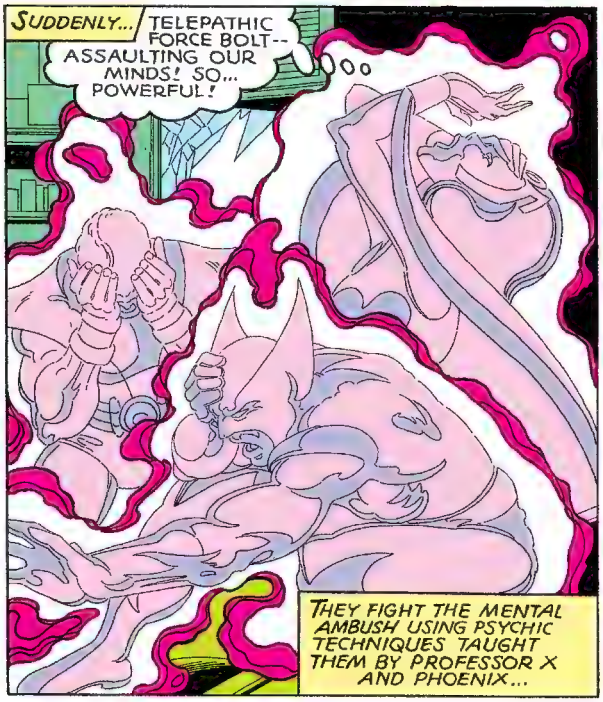

AND, INSIDE WHAT'S LEFT OF THE "MALT SHOPPE"...
KITTY'S GONE! SHE MUST HAVE SLIPPED AWAY WITH THE STORE-OWNER AND THE OTHER CHILDREN. GOOD-- I'M GLAD SHE'S SAFE.
I WISH I COULD SAY THE SAME FOR ME. I'M HITTING THIS VILLAIN WITH ALL MY ELEMENTAL POWERS--WIND, RAIN, LIGHTNING--YET, FOR EVERY ATTACK, HE HAS A DEFENSE.
WOLVERINE AND COLOSSUS DON'T SEEM MUCH BETTER OFF.

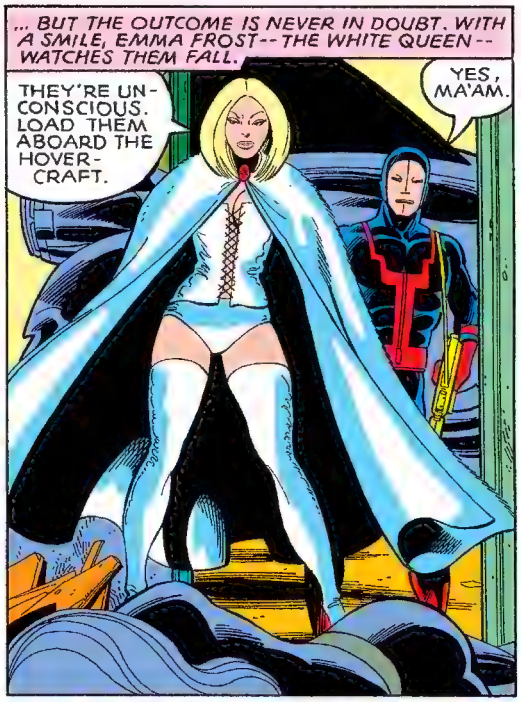

STORM-- LISTEN UP! EACH O' THESE GONZOS SEEMS EQUIPPED TO COUNTER OUR SPECIFIC POWERS.
LET'S SEE WHAT HAPPENS IF WE SWITCH PARTNERS!
AHHRRR--!!

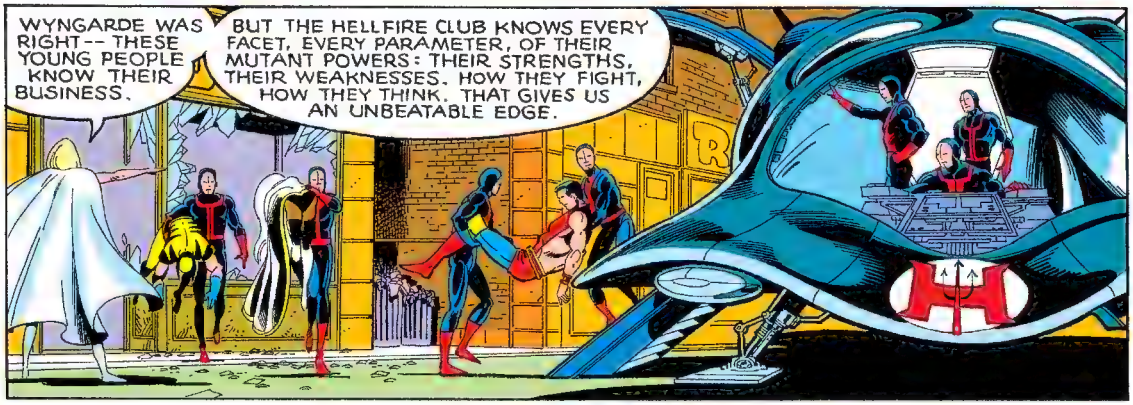

WOLVERINE'S IDEA WORKED! I'LL HANDLE COLOSSUS' FOE, THEN SEE IF MY LIGHTNING BOLTS CAN AFFECT THE LAST MAN'S FORCE FIELD.
THEY CAN. THEY DO.

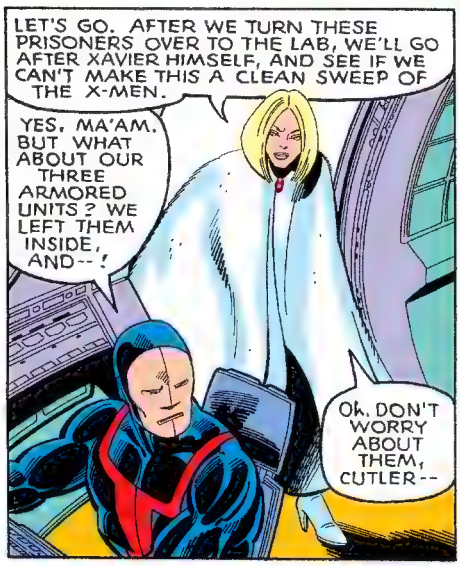

COLOSSUS FINISHES THE JOB.
PLEASANT DREAMS, TOVARISCH.
KANG

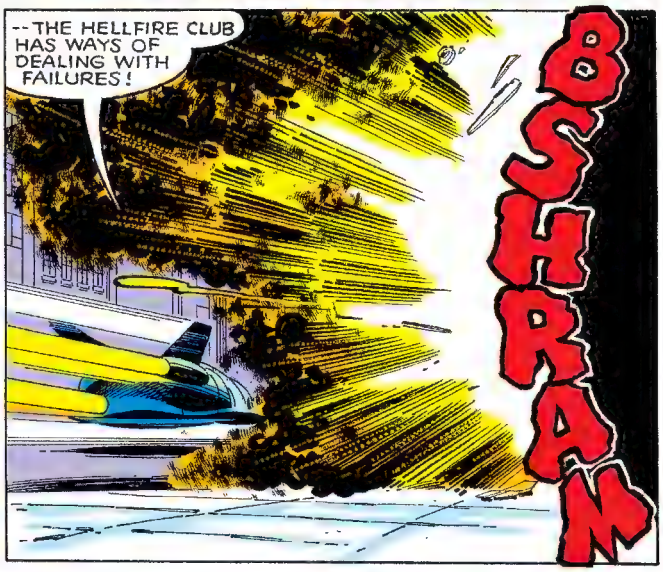

WE HAVE DONE WELL, MY FRIENDS. I THINK EVEN PROFESSOR XAVIER WOULD HAVE APPRECIATED OUR SKILL IN THIS BATTLE.
PERHAPS. I WISH SCOTT WERE HERE. THESE MEN KNEW OUR POWERS, AND HOW TO DEFEAT THEM-- BUT HOW?!
LET'S WAKE THE SUCKERS UP AN' ASK 'EM. I THINK I CAN... PERSUADE 'EM TO TELL US ALL THEY KNOW.

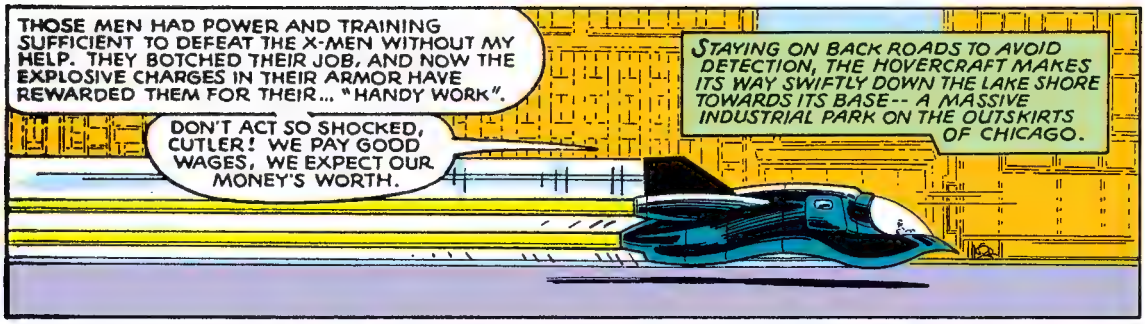

SUDDENLY...
TELEPATHIC FORCE BOLT-- ASSAULTING OUR MINDS! SO... POWERFUL!
THEY FIGHT THE MENTAL AMBUSH USING PSYCHIC TECHNIQUES TAUGHT THEM BY PROFESSOR X AND PHOENIX...

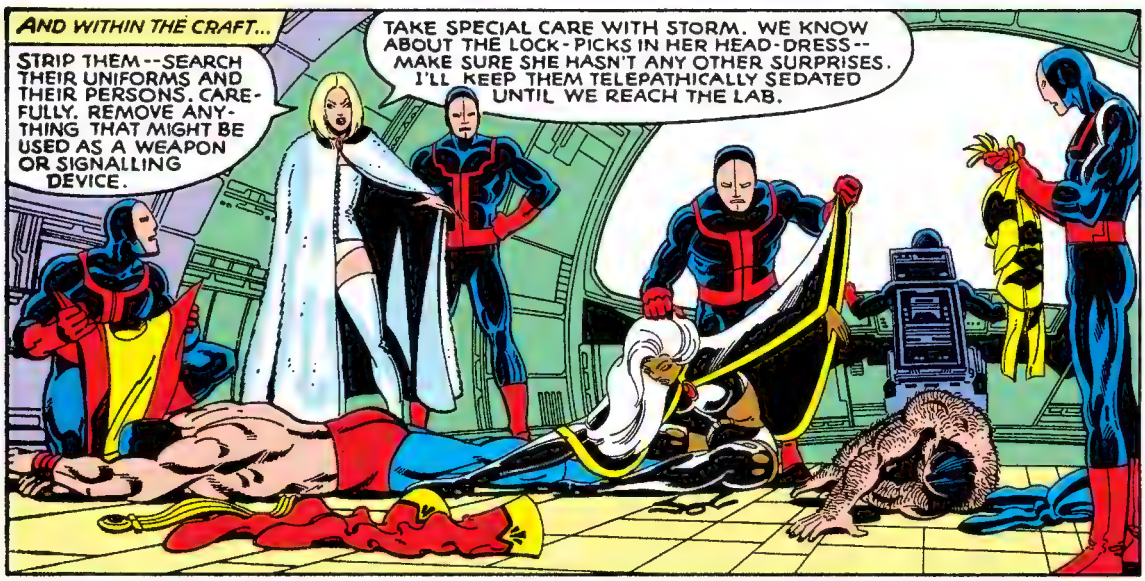

... BUT THE OUTCOME IS NEVER IN DOUBT. WITH A SMILE, EMMA FROST-- THE WHITE QUEEN-- WATCHES THEM FALL.
THEY'RE UNCONSCIOUS. LOAD THEM ABOARD THE HOVERCRAFT.
YES, MA'AM.

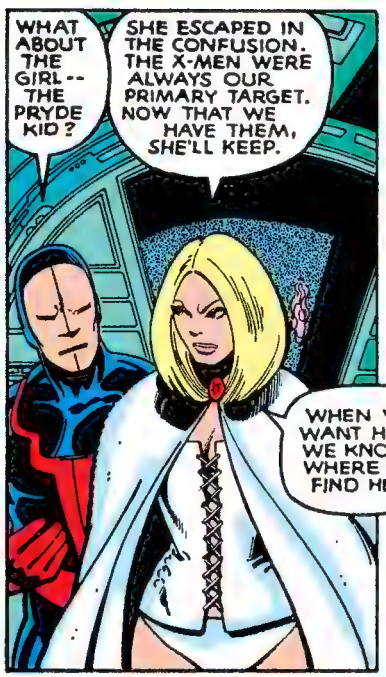

WYNGARDE WAS RIGHT-- THESE YOUNG PEOPLE KNOW THEIR BUSINESS.
BUT THE HELLFIRE CLUB KNOWS EVERY FACET, EVERY PARAMETER, OF THEIR MUTANT POWERS: THEIR STRENGTHS, THEIR WEAKNESSES. HOW THEY FIGHT, HOW THEY THINK. THAT GIVES US AN UNBEATABLE EDGE.

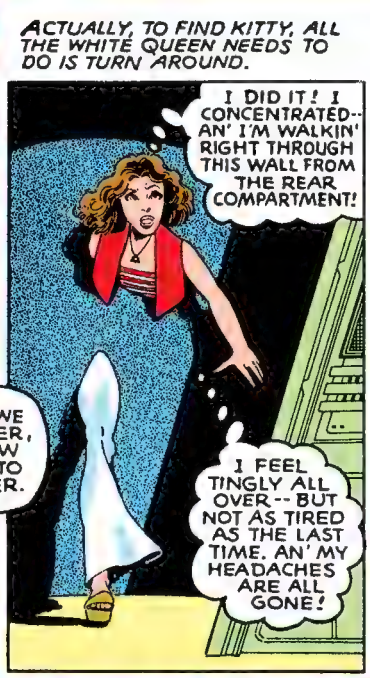

LET'S GO. AFTER WE TURN THESE PRISONERS OVER TO THE LAB, WE'LL GO AFTER XAVIER HIMSELF, AND SEE IF WE CAN'T MAKE THIS A CLEAN SWEEP OF THE X-MEN.
YES, MA'AM. BUT WHAT ABOUT OUR THREE ARMORED UNITS? WE LEFT THEM INSIDE, AND--!
OH, DON'T WORRY ABOUT THEM, CUTLER--

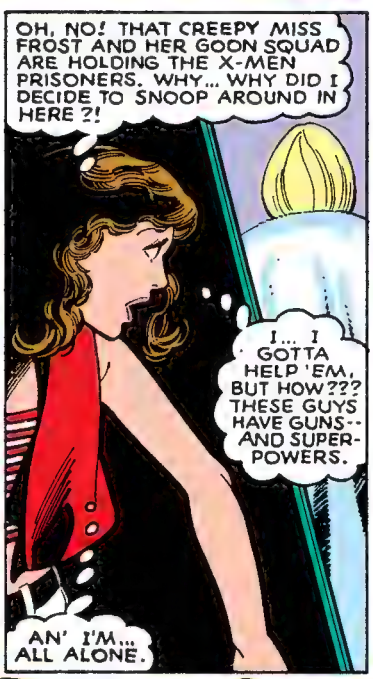

--THE HELLFIRE CLUB HAS WAYS OF DEALING WITH FAILURES!
BSHRAM


THOSE MEN HAD POWER AND TRAINING SUFFICIENT TO DEFEAT THE X-MEN WITHOUT MY HELP. THEY BOTCHED THEIR JOB, AND NOW THE EXPLOSIVE CHARGES IN THEIR ARMOR HAVE REWARDED THEM FOR THEIR... "HANDY WORK".
DON'T ACT SO SHOCKED, CUTLER! WE PAY GOOD WAGES, WE EXPECT OUR MONEY'S WORTH.
STAYING ON BACK ROADS TO AVOID DETECTION, THE HOVERCRAFT MAKES ITS WAY SWIFTLY DOWN THE LAKE SHORE TOWARDS ITS BASE-- A MASSIVE INDUSTRIAL PARK ON THE OUTSKIRTS OF CHICAGO.


AND WITHIN THE CRAFT...
STRIP THEM--SEARCH THEIR UNIFORMS AND THEIR PERSONS. CAREFULLY. REMOVE ANYTHING THAT MIGHT BE USED AS A WEAPON OR SIGNALLING DEVICE.
TAKE SPECIAL CARE WITH STORM. WE KNOW ABOUT THE LOCK-PICKS IN HER HEAD-DRESS-- MAKE SURE SHE HASN'T ANY OTHER SURPRISES. I'LL KEEP THEM TELEPATHICALLY SEDATED UNTIL WE REACH THE LAB.


WHAT ABOUT THE GIRL-- THE PRYDE KID?
SHE ESCAPED IN THE CONFUSION. THE X-MEN WERE ALWAYS OUR PRIMARY TARGET. NOW THAT WE HAVE THEM, SHE'LL KEEP.
WHEN WE WANT HER, WE KNOW WHERE TO FIND HER.


ACTUALLY, TO FIND KITTY, ALL THE WHITE QUEEN NEEDS TO DO IS TURN AROUND.
I DID IT! I CONCENTRATED-- AN' I'M WALKIN' RIGHT THROUGH THIS WALL FROM THE REAR COMPARTMENT!
I FEEL TINGLY ALL OVER-- BUT NOT AS TIRED AS THE LAST TIME. AN' MY HEADACHES ARE ALL GONE!


OH, NO! THAT CREEPY MISS FROST AND HER GOON SQUAD ARE HOLDING THE X-MEN PRISONERS. WHY... WHY DID I DECIDE TO SNOOP AROUND IN HERE?!
I... I GOTTA HELP 'EM, BUT HOW??? THESE GUYS HAVE GUNS-- AND SUPER-POWERS.
AN' I'M... ALL ALONE.

NEXT DEBUT OF THE *Dazzler!*

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Cyclops. Storm. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, MUTANTS — feared and hated by the world they have sworn to protect. These are the STRANGEST heroes of all!

Stan Lee PRESENTS: THE UNCANNY X-MEN!™

Dazzler
DELANO STREET, IN LOWER MANHATTAN--IN ITS HEYDAY, THIS WAS ONE OF THE BUSIEST MANUFACTURING CENTERS IN NEW YORK. THE BUSINESSES ARE CLOSED NOW, CRUMBLING. ONLY JUNKIES AND DERELICTS LIVE HERE FULL TIME.
IT'S HARDLY THE SORT OF NEIGHBORHOOD WHERE YOU'D EXPECT TO SEE A ROLLS-ROYCE AT MIDNIGHT. EVEN ONE OWNED BY THE UNCANNY X-MEN.
WELL, FOR BETTER OR WORSE, WE'VE ARRIVED.
ARE YOU SURE, SCOTT?
NY 69 CHA5-X-1
LF639

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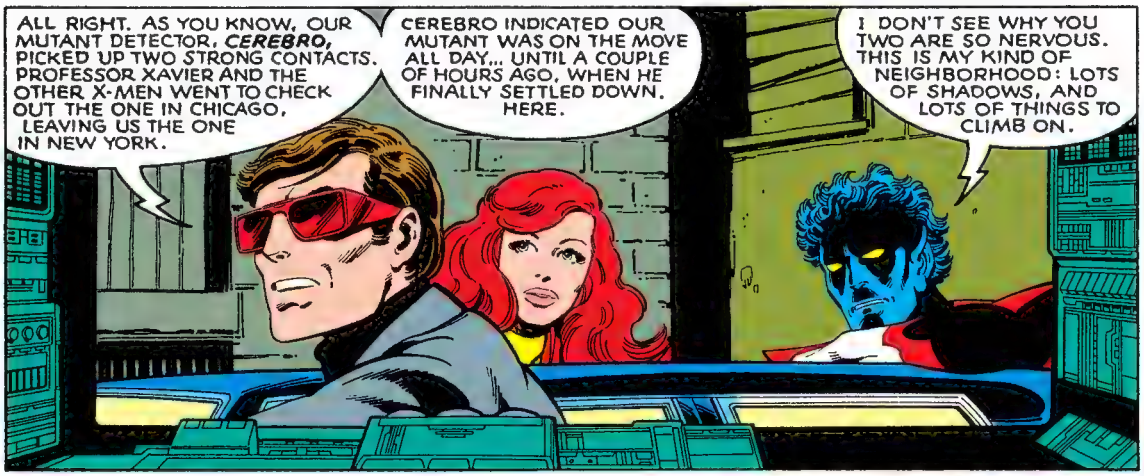
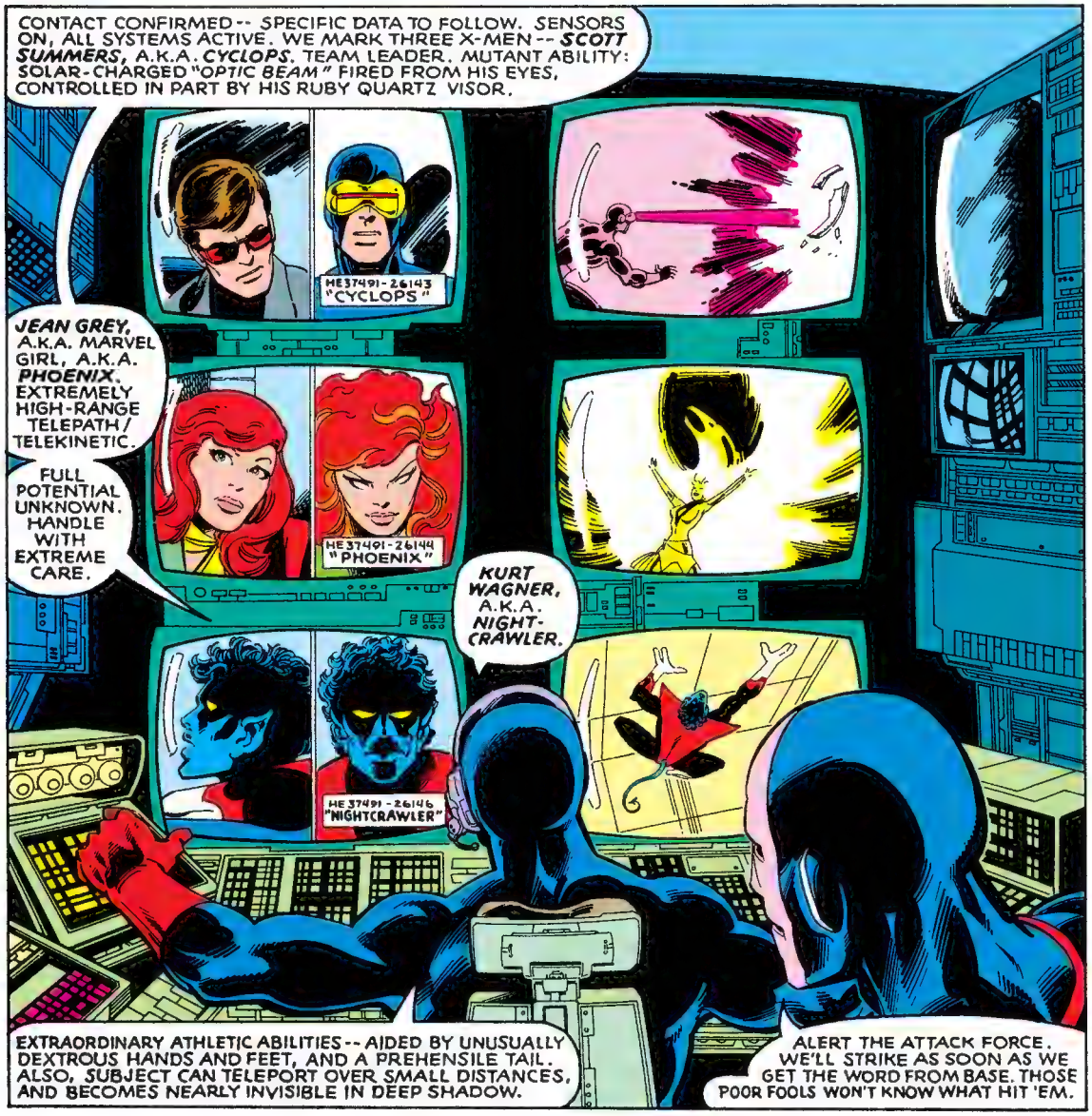
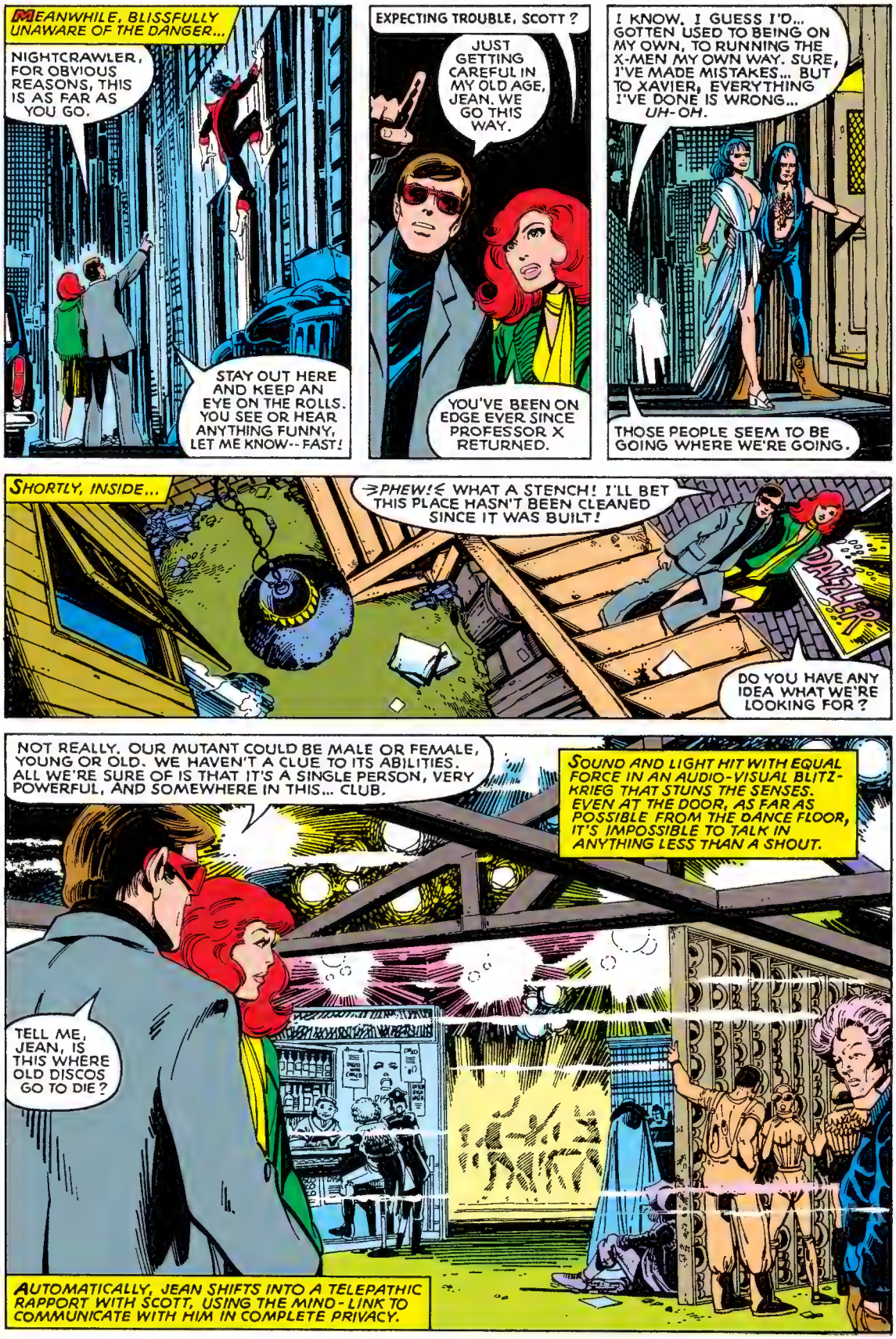
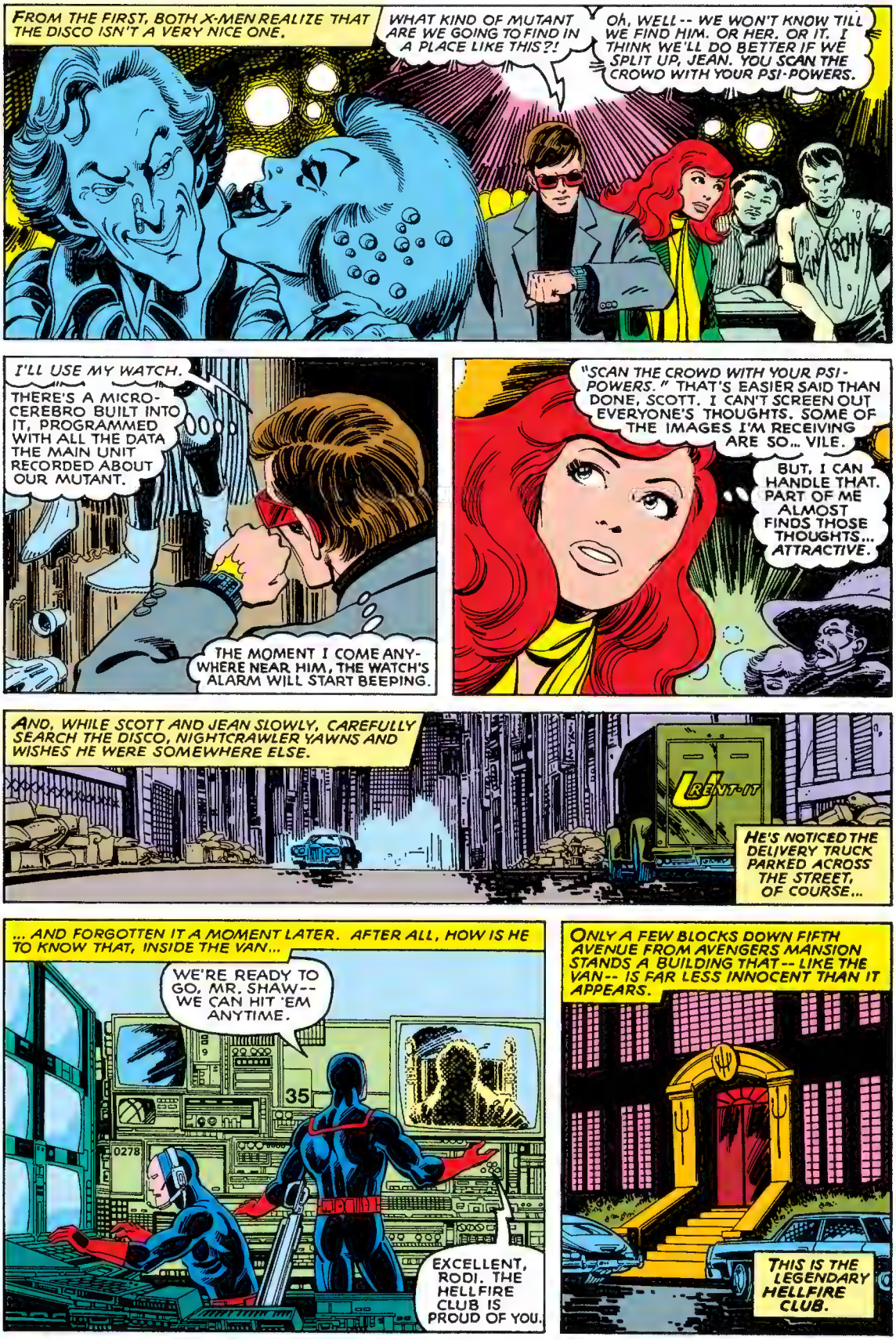
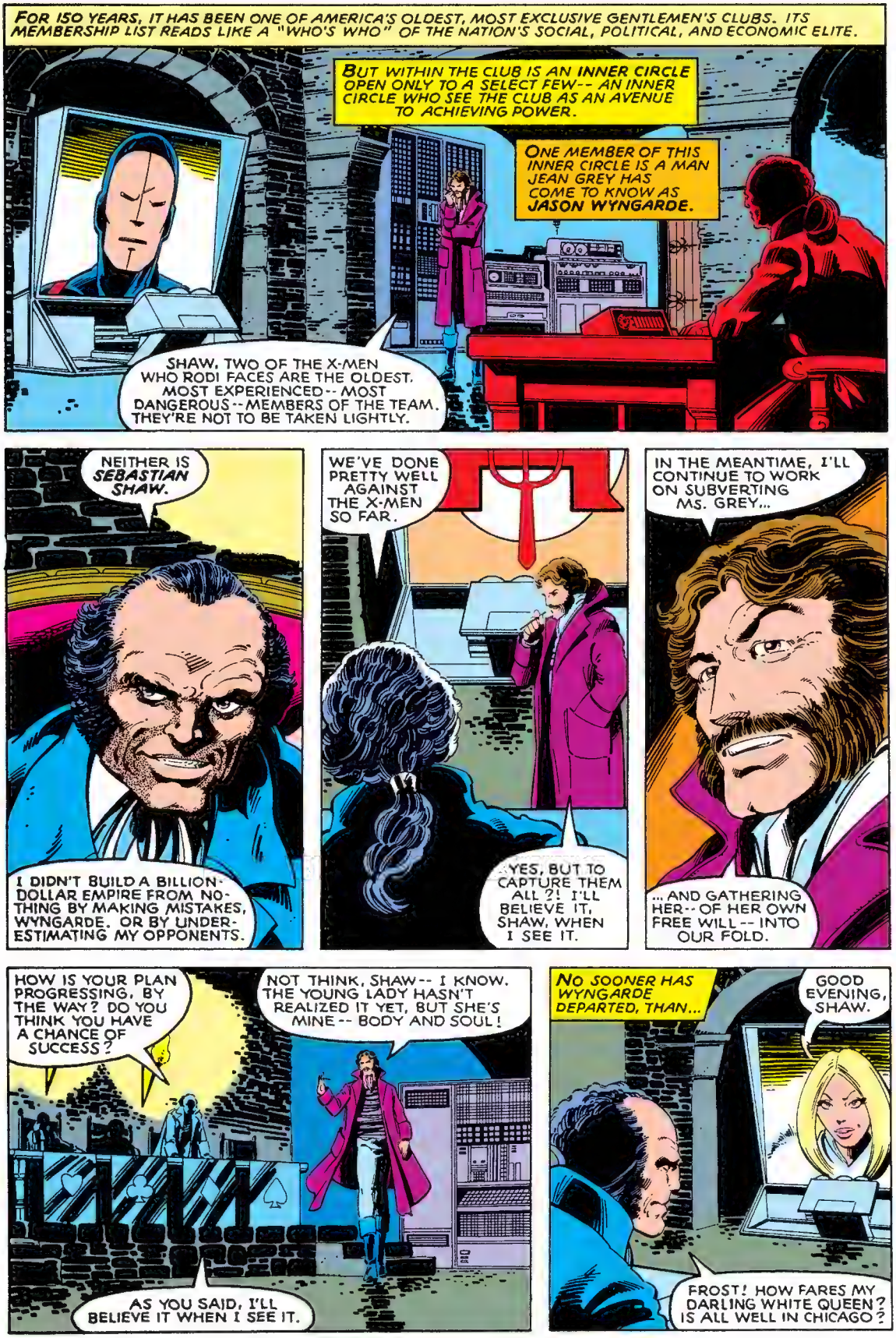
CONSIDERING THAT THEY THEMSELVES DIDN'T KNOW THEY'D BE COMING TO DELANO STREET UNTIL LATE THIS AFTERNOON, IT'S MORE THAN A LITTLE DISTURBING TO DISCOVER THAT THESE X-MEN ARE BEING WATCHED.

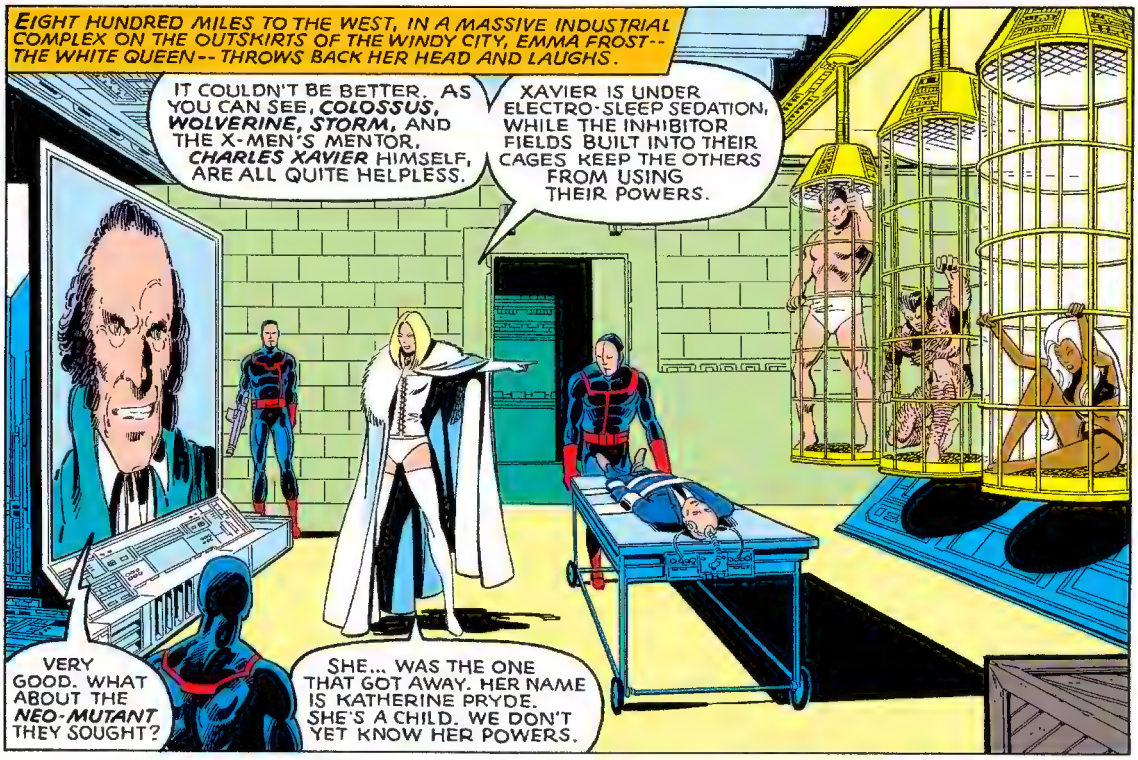

ALL RIGHT. AS YOU KNOW, OUR MUTANT DETECTOR, CEREBRO, PICKED UP TWO STRONG CONTACTS. PROFESSOR XAVIER AND THE OTHER X-MEN WENT TO CHECK OUT THE ONE IN CHICAGO, LEAVING US THE ONE IN NEW YORK.
CEREBRO INDICATED OUR MUTANT WAS ON THE MOVE ALL DAY... UNTIL A COUPLE OF HOURS AGO, WHEN HE FINALLY SETTLED DOWN. HERE.
I DON'T SEE WHY YOU TWO ARE SO NERVOUS. THIS IS MY KIND OF NEIGHBORHOOD: LOTS OF SHADOWS, AND LOTS OF THINGS TO CLIMB ON.

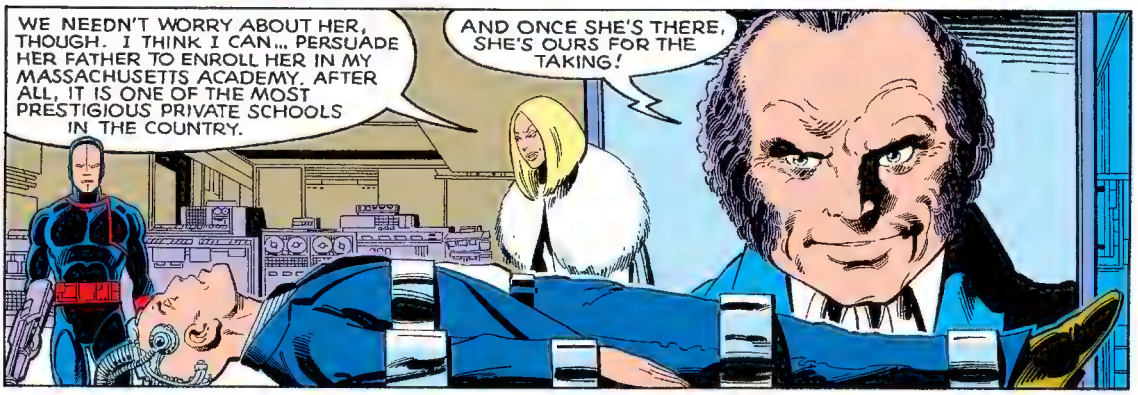

CONTACT CONFIRMED -- SPECIFIC DATA TO FOLLOW. SENSORS ON, ALL SYSTEMS ACTIVE. WE MARK THREE X-MEN -- SCOTT SUMMERS, A.K.A. CYCLOPS. TEAM LEADER. MUTANT ABILITY: SOLAR-CHARGED "OPTIC BEAM" FIRED FROM HIS EYES, CONTROLLED IN PART BY HIS RUBY QUARTZ VISOR.
HE37491-26143 "CYCLOPS"
JEAN GREY, A.K.A. MARVEL GIRL, A.K.A. PHOENIX. EXTREMELY HIGH-RANGE TELEPATH/TELEKINETIC.
HE37491-26144 "PHOENIX"
FULL POTENTIAL UNKNOWN. HANDLE WITH EXTREME CARE.
KURT WAGNER, A.K.A. NIGHT-CRAWLER.
HE37491-26146 "NIGHTCRAWLER"
EXTRAORDINARY ATHLETIC ABILITIES -- AIDED BY UNUSUALLY DEXTROUS HANDS AND FEET, AND A PREHENSILE TAIL. ALSO, SUBJECT CAN TELEPORT OVER SMALL DISTANCES, AND BECOMES NEARLY INVISIBLE IN DEEP SHADOW.
ALERT THE ATTACK FORCE. WE'LL STRIKE AS SOON AS WE GET THE WORD FROM BASE. THOSE POOR FOOLS WON'T KNOW WHAT HIT 'EM.

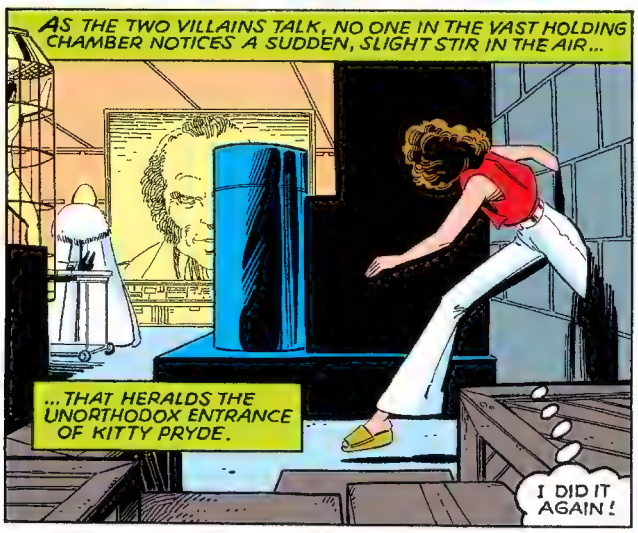

MEANWHILE, BLISSFULLY UNAWARE OF THE DANGER...
NIGHTCRAWLER, FOR OBVIOUS REASONS, THIS IS AS FAR AS YOU GO.
STAY OUT HERE AND KEEP AN EYE ON THE ROLLS. YOU SEE OR HEAR ANYTHING FUNNY, LET ME KNOW--FAST!
EXPECTING TROUBLE, SCOTT?
JUST GETTING CAREFUL IN MY OLD AGE, JEAN. WE GO THIS WAY.
YOU'VE BEEN ON EDGE EVER SINCE PROFESSOR X RETURNED.
I KNOW. I GUESS I'D... GOTTEN USED TO BEING ON MY OWN, TO RUNNING THE X-MEN MY OWN WAY. SURE, I'VE MADE MISTAKES... BUT TO XAVIER, EVERYTHING I'VE DONE IS WRONG... UH-OH.
THOSE PEOPLE SEEM TO BE GOING WHERE WE'RE GOING.
SHORTLY, INSIDE...
PHEW! WHAT A STENCH! I'LL BET THIS PLACE HASN'T BEEN CLEANED SINCE IT WAS BUILT!
DAZZLER
DO YOU HAVE ANY IDEA WHAT WE'RE LOOKING FOR?
NOT REALLY. OUR MUTANT COULD BE MALE OR FEMALE, YOUNG OR OLD. WE HAVEN'T A CLUE TO ITS ABILITIES. ALL WE'RE SURE OF IS THAT IT'S A SINGLE PERSON, VERY POWERFUL, AND SOMEWHERE IN THIS... CLUB.
SOUND AND LIGHT HIT WITH EQUAL FORCE IN AN AUDIO-VISUAL BLITZ-KRIEG THAT STUNS THE SENSES. EVEN AT THE DOOR, AS FAR AS POSSIBLE FROM THE DANCE FLOOR, IT'S IMPOSSIBLE TO TALK IN ANYTHING LESS THAN A SHOUT.
TELL ME, JEAN, IS THIS WHERE OLD DISCOS GO TO DIE?
AUTOMATICALLY, JEAN SHIFTS INTO A TELEPATHIC RAPPORT WITH SCOTT, USING THE MIND-LINK TO COMMUNICATE WITH HIM IN COMPLETE PRIVACY.

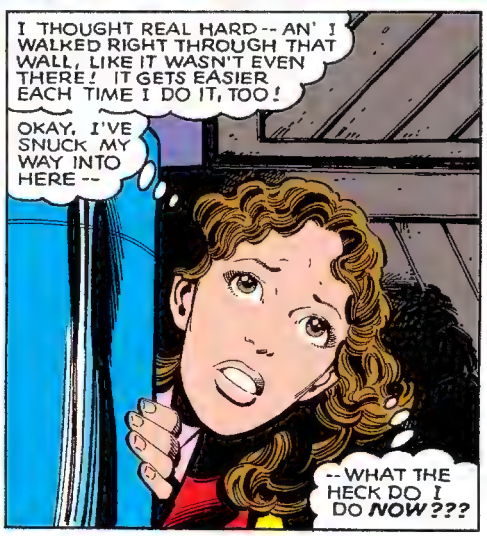

FROM THE FIRST, BOTH X-MEN REALIZE THAT THE DISCO ISN'T A VERY NICE ONE.
WHAT KIND OF MUTANT ARE WE GOING TO FIND IN A PLACE LIKE THIS?!
OH, WELL -- WE WON'T KNOW TILL WE FIND HIM. OR HER. OR IT. I THINK WE'LL DO BETTER IF WE SPLIT UP, JEAN. YOU SCAN THE CROWD WITH YOUR PSI-POWERS.
I'LL USE MY WATCH.
THERE'S A MICRO-CEREBRO BUILT INTO IT, PROGRAMMED WITH ALL THE DATA THE MAIN UNIT RECORDED ABOUT OUR MUTANT.
THE MOMENT I COME ANYWHERE NEAR HIM, THE WATCH'S ALARM WILL START BEEPING.
"SCAN THE CROWD WITH YOUR PSI-POWERS." THAT'S EASIER SAID THAN DONE, SCOTT. I CAN'T SCREEN OUT EVERYONE'S THOUGHTS. SOME OF THE IMAGES I'M RECEIVING ARE SO... VILE.
BUT, I CAN HANDLE THAT. PART OF ME ALMOST FINDS THOSE THOUGHTS... ATTRACTIVE.
AND, WHILE SCOTT AND JEAN SLOWLY, CAREFULLY SEARCH THE DISCO, NIGHTCRAWLER YAWNS AND WISHES HE WERE SOMEWHERE ELSE.
RENT-IT
HE'S NOTICED THE DELIVERY TRUCK PARKED ACROSS THE STREET, OF COURSE...
... AND FORGOTTEN IT A MOMENT LATER. AFTER ALL, HOW IS HE TO KNOW THAT, INSIDE THE VAN...
WE'RE READY TO GO, MR. SHAW-- WE CAN HIT 'EM ANYTIME.
35
0278
EXCELLENT, RODI. THE HELLFIRE CLUB IS PROUD OF YOU.
ONLY A FEW BLOCKS DOWN FIFTH AVENUE FROM AVENGERS MANSION STANDS A BUILDING THAT -- LIKE THE VAN -- IS FAR LESS INNOCENT THAN IT APPEARS.
THIS IS THE LEGENDARY HELLFIRE CLUB.

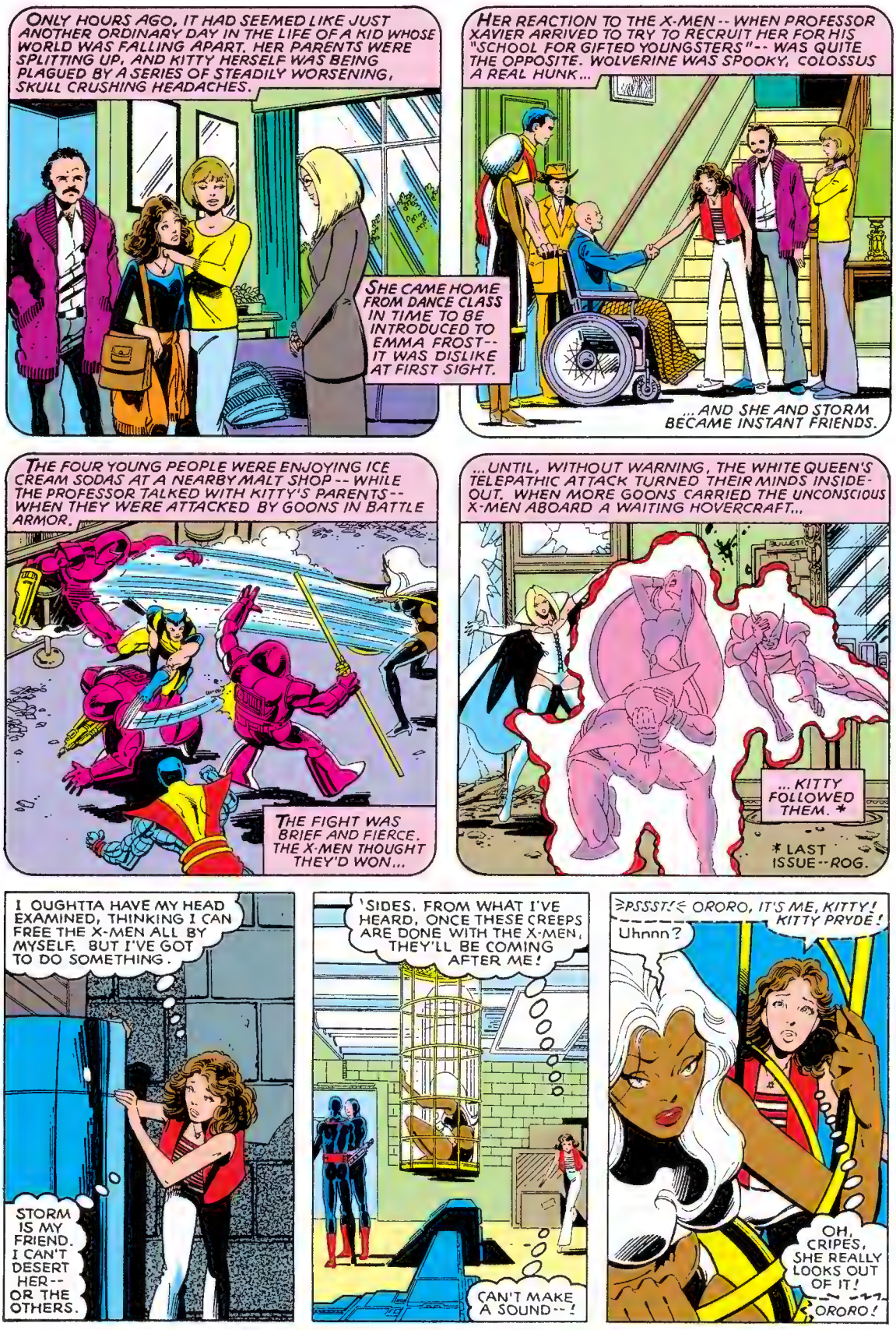

FOR 150 YEARS, IT HAS BEEN ONE OF AMERICA'S OLDEST, MOST EXCLUSIVE GENTLEMEN'S CLUBS. ITS MEMBERSHIP LIST READS LIKE A "WHO'S WHO" OF THE NATION'S SOCIAL, POLITICAL, AND ECONOMIC ELITE.
BUT WITHIN THE CLUB IS AN INNER CIRCLE OPEN ONLY TO A SELECT FEW-- AN INNER CIRCLE WHO SEE THE CLUB AS AN AVENUE TO ACHIEVING POWER.
ONE MEMBER OF THIS INNER CIRCLE IS A MAN JEAN GREY HAS COME TO KNOW AS JASON WYNGARDE.
SHAW, TWO OF THE X-MEN WHO RODI FACES ARE THE OLDEST, MOST EXPERIENCED-- MOST DANGEROUS--MEMBERS OF THE TEAM. THEY'RE NOT TO BE TAKEN LIGHTLY.
NEITHER IS SEBASTIAN SHAW.
I DIDN'T BUILD A BILLION-DOLLAR EMPIRE FROM NOTHING BY MAKING MISTAKES, WYNGARDE. OR BY UNDERESTIMATING MY OPPONENTS.
WE'VE DONE PRETTY WELL AGAINST THE X-MEN SO FAR.
YES, BUT TO CAPTURE THEM ALL?! I'LL BELIEVE IT, SHAW, WHEN I SEE IT.
IN THE MEANTIME, I'LL CONTINUE TO WORK ON SUBVERTING MS. GREY...
... AND GATHERING HER-- OF HER OWN FREE WILL-- INTO OUR FOLD.
HOW IS YOUR PLAN PROGRESSING, BY THE WAY? DO YOU THINK YOU HAVE A CHANCE OF SUCCESS?
NOT THINK, SHAW-- I KNOW. THE YOUNG LADY HASN'T REALIZED IT YET, BUT SHE'S MINE-- BODY AND SOUL!
AS YOU SAID, I'LL BELIEVE IT WHEN I SEE IT.
NO SOONER HAS WYNGARDE DEPARTED, THAN...
GOOD EVENING, SHAW.
FROST! HOW FARES MY DARLING WHITE QUEEN? IS ALL WELL IN CHICAGO?

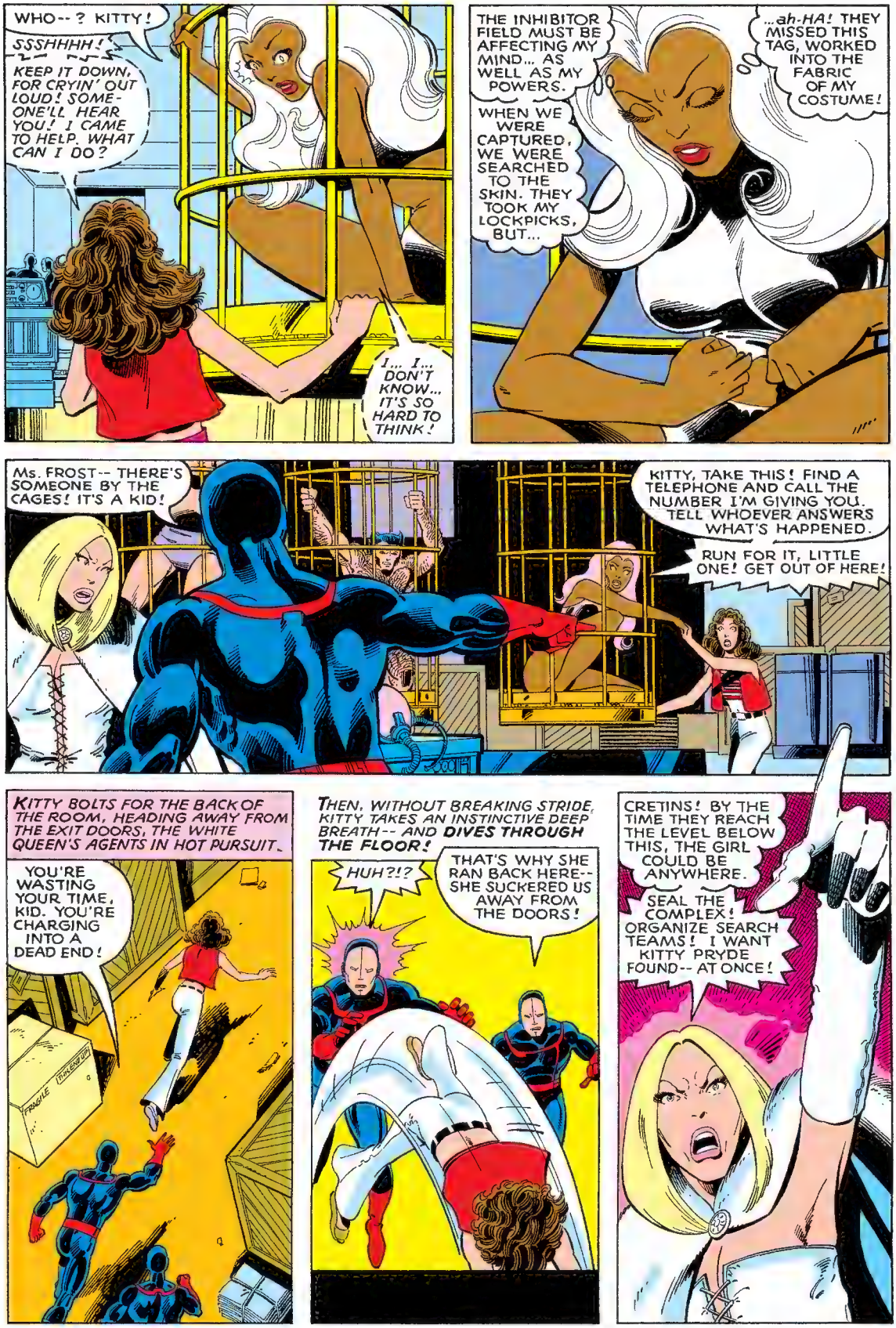

EIGHT HUNDRED MILES TO THE WEST, IN A MASSIVE INDUSTRIAL COMPLEX ON THE OUTSKIRTS OF THE WINDY CITY, EMMA FROST--THE WHITE QUEEN--THROWS BACK HER HEAD AND LAUGHS.
IT COULDN'T BE BETTER. AS YOU CAN SEE, COLOSSUS, WOLVERINE, STORM, AND THE X-MEN'S MENTOR, CHARLES XAVIER HIMSELF, ARE ALL QUITE HELPLESS.
XAVIER IS UNDER ELECTRO-SLEEP SEDATION, WHILE THE INHIBITOR FIELDS BUILT INTO THEIR CAGES KEEP THE OTHERS FROM USING THEIR POWERS.
VERY GOOD. WHAT ABOUT THE NEO-MUTANT THEY SOUGHT?
SHE... WAS THE ONE THAT GOT AWAY. HER NAME IS KATHERINE PRYDE. SHE'S A CHILD. WE DON'T YET KNOW HER POWERS.


WE NEEDN'T WORRY ABOUT HER, THOUGH. I THINK I CAN... PERSUADE HER FATHER TO ENROLL HER IN MY MASSACHUSETTS ACADEMY. AFTER ALL, IT IS ONE OF THE MOST PRESTIGIOUS PRIVATE SCHOOLS IN THE COUNTRY.
AND ONCE SHE'S THERE, SHE'S OURS FOR THE TAKING!


AS THE TWO VILLAINS TALK, NO ONE IN THE VAST HOLDING CHAMBER NOTICES A SUDDEN, SLIGHT STIR IN THE AIR...
...THAT HERALDS THE UNORTHODOX ENTRANCE OF KITTY PRYDE.
I DID IT AGAIN!

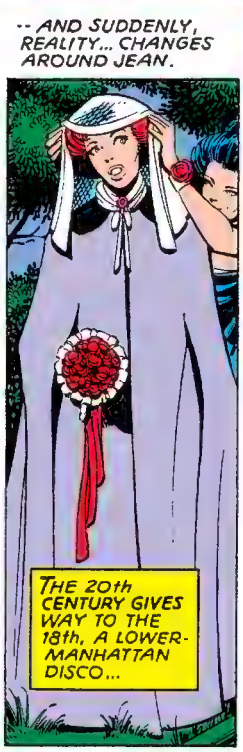

I THOUGHT REAL HARD -- AN' I WALKED RIGHT THROUGH THAT WALL, LIKE IT WASN'T EVEN THERE! IT GETS EASIER EACH TIME I DO IT, TOO!
OKAY, I'VE SNUCK MY WAY INTO HERE --
--WHAT THE HECK DO I DO NOW???

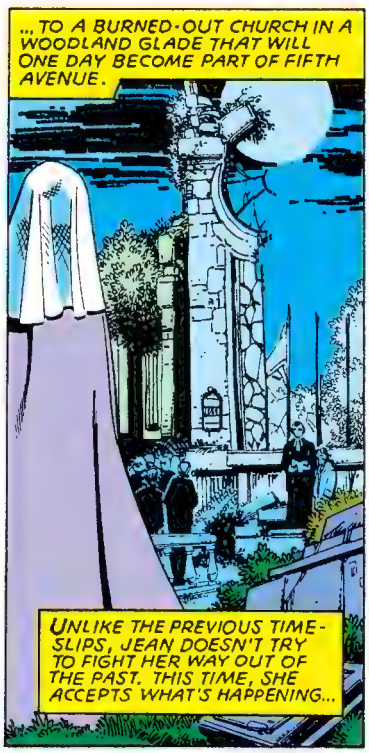

ONLY HOURS AGO, IT HAD SEEMED LIKE JUST ANOTHER ORDINARY DAY IN THE LIFE OF A KID WHOSE WORLD WAS FALLING APART. HER PARENTS WERE SPLITTING UP, AND KITTY HERSELF WAS BEING PLAGUED BY A SERIES OF STEADILY WORSENING, SKULL CRUSHING HEADACHES.
SHE CAME HOME FROM DANCE CLASS IN TIME TO BE INTRODUCED TO EMMA FROST-- IT WAS DISLIKE AT FIRST SIGHT.
HER REACTION TO THE X-MEN -- WHEN PROFESSOR XAVIER ARRIVED TO TRY TO RECRUIT HER FOR HIS "SCHOOL FOR GIFTED YOUNGSTERS" -- WAS QUITE THE OPPOSITE. WOLVERINE WAS SPOOKY, COLOSSUS A REAL HUNK...
...AND SHE AND STORM BECAME INSTANT FRIENDS.
THE FOUR YOUNG PEOPLE WERE ENJOYING ICE CREAM SODAS AT A NEARBY MALT SHOP -- WHILE THE PROFESSOR TALKED WITH KITTY'S PARENTS -- WHEN THEY WERE ATTACKED BY GOONS IN BATTLE ARMOR.
THE FIGHT WAS BRIEF AND FIERCE. THE X-MEN THOUGHT THEY'D WON...
...UNTIL, WITHOUT WARNING, THE WHITE QUEEN'S TELEPATHIC ATTACK TURNED THEIR MINDS INSIDE-OUT. WHEN MORE GOONS CARRIED THE UNCONSCIOUS X-MEN ABOARD A WAITING HOVERCRAFT...
...KITTY FOLLOWED THEM. *
* LAST ISSUE -- ROG.
I OUGHTTA HAVE MY HEAD EXAMINED, THINKING I CAN FREE THE X-MEN ALL BY MYSELF. BUT I'VE GOT TO DO SOMETHING.
STORM IS MY FRIEND. I CAN'T DESERT HER -- OR THE OTHERS.
'SIDES, FROM WHAT I'VE HEARD, ONCE THESE CREEPS ARE DONE WITH THE X-MEN, THEY'LL BE COMING AFTER ME!
CAN'T MAKE A SOUND --!
PSSST! ORORO, IT'S ME, KITTY! KITTY PRYDE!
Uhnnn?
OH, CRIPES, SHE REALLY LOOKS OUT OF IT!
ORORO!


WHO--? KITTY!
SSSHHHH!
KEEP IT DOWN, FOR CRYIN' OUT LOUD! SOMEONE'LL HEAR YOU! I CAME TO HELP. WHAT CAN I DO?
I... I... DON'T KNOW... IT'S SO HARD TO THINK!
THE INHIBITOR FIELD MUST BE AFFECTING MY MIND... AS WELL AS MY POWERS.
WHEN WE WERE CAPTURED, WE WERE SEARCHED TO THE SKIN. THEY TOOK MY LOCKPICKS, BUT...
...ah-HA! THEY MISSED THIS TAG, WORKED INTO THE FABRIC OF MY COSTUME!
Ms. FROST-- THERE'S SOMEONE BY THE CAGES! IT'S A KID!
KITTY, TAKE THIS! FIND A TELEPHONE AND CALL THE NUMBER I'M GIVING YOU. TELL WHOEVER ANSWERS WHAT'S HAPPENED.
RUN FOR IT, LITTLE ONE! GET OUT OF HERE!
KITTY BOLTS FOR THE BACK OF THE ROOM, HEADING AWAY FROM THE EXIT DOORS, THE WHITE QUEEN'S AGENTS IN HOT PURSUIT.
YOU'RE WASTING YOUR TIME, KID. YOU'RE CHARGING INTO A DEAD END!
FRAGILE
THEN, WITHOUT BREAKING STRIDE, KITTY TAKES AN INSTINCTIVE DEEP BREATH-- AND **DIVES THROUGH THE FLOOR!**
HUH?!?
THAT'S WHY SHE RAN BACK HERE-- SHE SUCKERED US AWAY FROM THE DOORS!
CRETINS! BY THE TIME THEY REACH THE LEVEL BELOW THIS, THE GIRL COULD BE ANYWHERE.
SEAL THE COMPLEX! ORGANIZE SEARCH TEAMS! I WANT KITTY PRYDE FOUND-- AT ONCE!

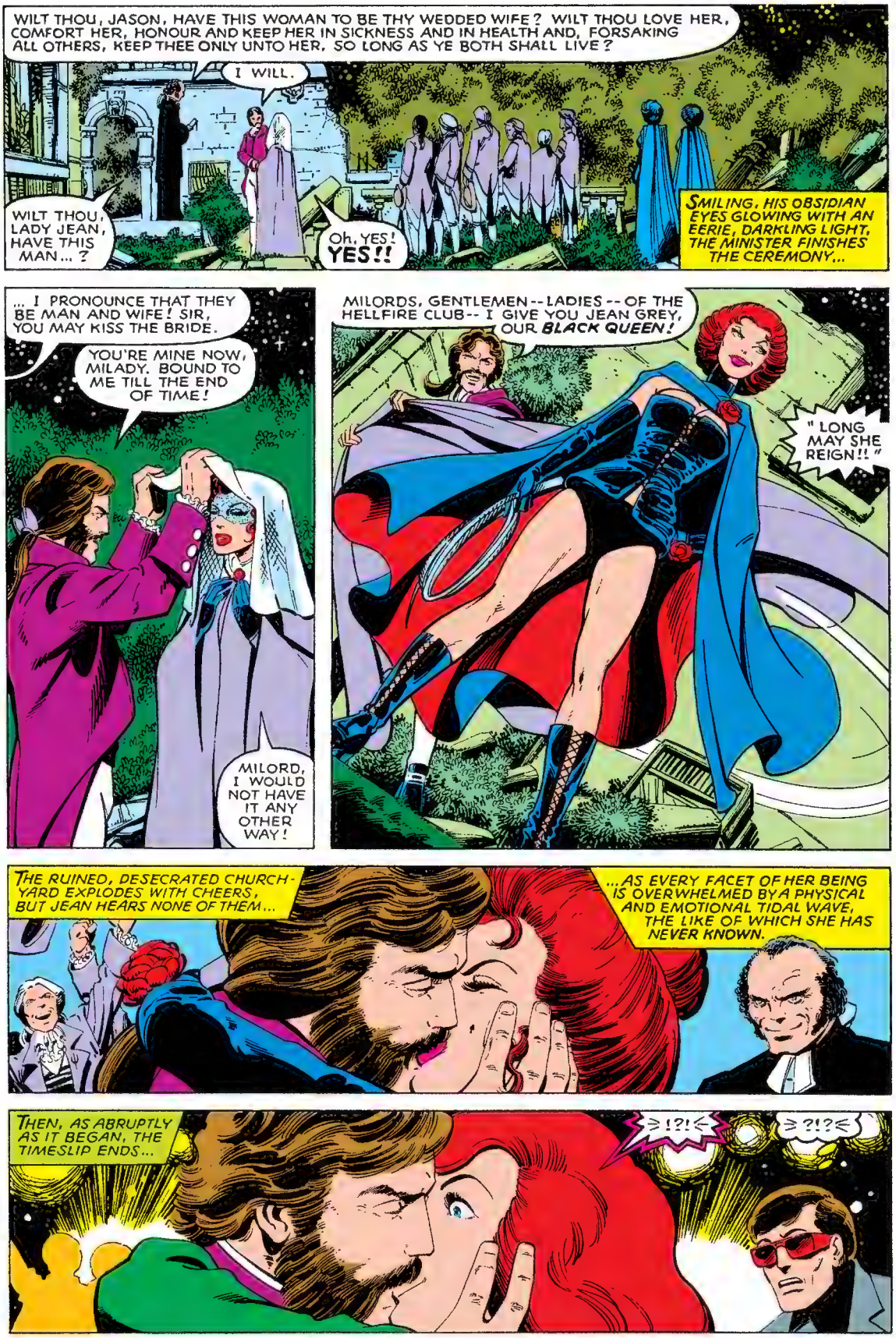
AT THAT MOMENT, BACK IN THE DISCO, JEAN GREY HAS JUST FINISHED HER SECOND CIRCUIT OF THE CROWDED DANCE FLOOR.
SHE'S NOT EVEN A QUARTER-CENTURY OLD, YET SHE'S FALLEN IN LOVE, DIED, RESURRECTED HERSELF AND SAVED THE UNIVERSE. SHE KNOWS SHE ONCE POSSESSED THE POWER OF... A GOD.
THAT MEMORY STILL TERRIFIES-- AND TANTALIZES-- HER.
SO FAR, I'VE NOTHING TO SHOW FOR TONIGHT BUT THREE DRUNKEN PASSES AND A COMMENT THAT MY DRESS IS TACKY. SCOTT ISN'T DOING ANY BETTER.
I WONDER IF CEREBRO COULD HAVE MADE A MISTAKE.

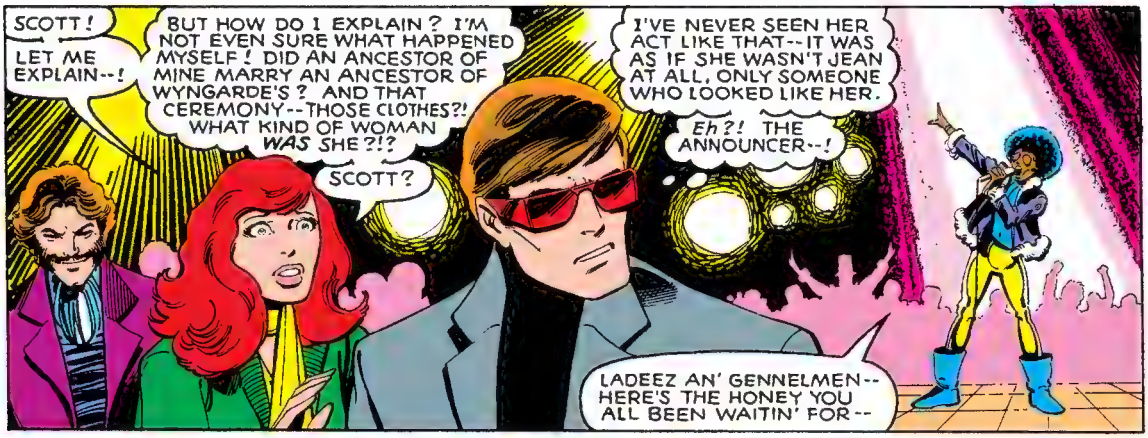
EXCUSE ME, MISS, I-- I WAS RIGHT! IT IS YOU! HULLO, AGAIN.
DO YOU REMEMBER ME? I'M JASON WYNGARDE. WE MET IN STORNOWAY.
OH! YES, I...
THEIR EYES MEET--

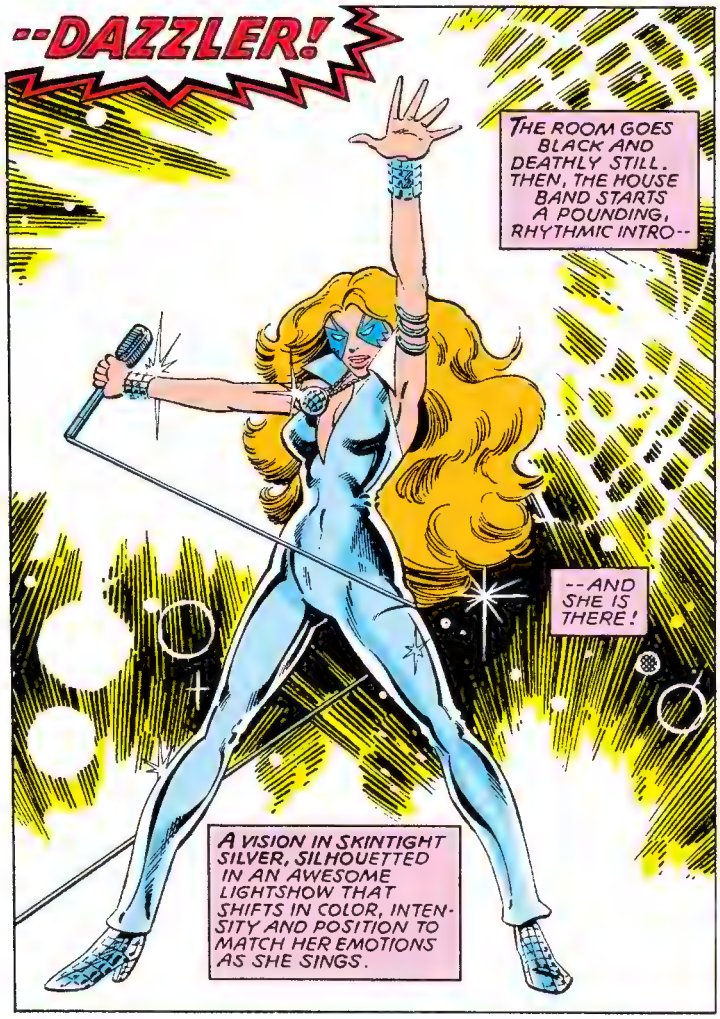

-- AND SUDDENLY, REALITY... CHANGES AROUND JEAN.
THE 20th CENTURY GIVES WAY TO THE 18th, A LOWER-MANHATTAN DISCO...


... TO A BURNED-OUT CHURCH IN A WOODLAND GLADE THAT WILL ONE DAY BECOME PART OF FIFTH AVENUE.
UNLIKE THE PREVIOUS TIME-SLIPS, JEAN DOESN'T TRY TO FIGHT HER WAY OUT OF THE PAST. THIS TIME, SHE ACCEPTS WHAT'S HAPPENING...

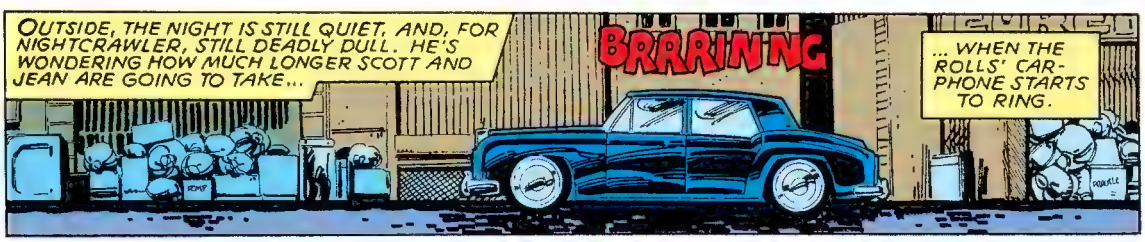
... AS SHE'S LED TO THE ALTAR AND HER WAITING HUSBAND-TO-BE. AS ALWAYS, HIS MANLY BEAUTY TAKES HER BREATH AWAY.
DEARLY BELOVED, WE ARE GATHERED TOGETHER IN THE FACE OF THIS CONGREGATION, TO JOIN TOGETHER THIS MAN AND THIS WOMAN IN HOLY MATRIMONY.
IT TAKES ALL HER STRENGTH OF WILL TO STAND DEMURELY AND LISTEN TO THE VICAR'S SERVICE...
...WHEN SHE WOULD RATHER BE IN SIR JASON WYNGARDE'S ARMS.

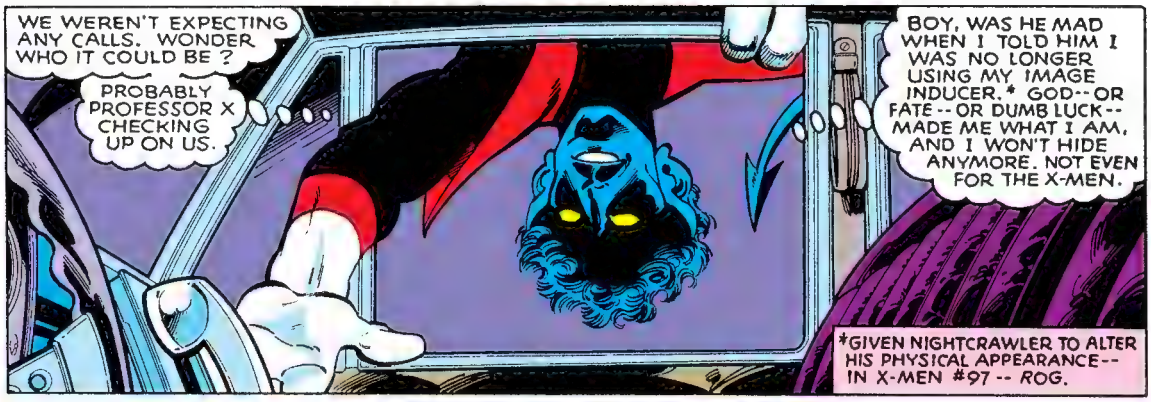

WILT THOU, JASON, HAVE THIS WOMAN TO BE THY WEDDED WIFE? WILT THOU LOVE HER, COMFORT HER, HONOUR AND KEEP HER IN SICKNESS AND IN HEALTH AND, FORSAKING ALL OTHERS, KEEP THEE ONLY UNTO HER, SO LONG AS YE BOTH SHALL LIVE?
I WILL.
WILT THOU, LADY JEAN, HAVE THIS MAN...?
Oh, YES! YES!!
SMILING, HIS OBSIDIAN EYES GLOWING WITH AN EERIE, DARKLING LIGHT, THE MINISTER FINISHES THE CEREMONY...
... I PRONOUNCE THAT THEY BE MAN AND WIFE! SIR, YOU MAY KISS THE BRIDE.
YOU'RE MINE NOW, MILADY. BOUND TO ME TILL THE END OF TIME!
MILORD, I WOULD NOT HAVE IT ANY OTHER WAY!
MILORDS, GENTLEMEN -- LADIES -- OF THE HELLFIRE CLUB -- I GIVE YOU JEAN GREY, OUR BLACK QUEEN!
" LONG MAY SHE REIGN!! "
THE RUINED, DESECRATED CHURCH-YARD EXPLODES WITH CHEERS, BUT JEAN HEARS NONE OF THEM...
...AS EVERY FACET OF HER BEING IS OVERWHELMED BY A PHYSICAL AND EMOTIONAL TIDAL WAVE, THE LIKE OF WHICH SHE HAS NEVER KNOWN.
THEN, AS ABRUPTLY AS IT BEGAN, THE TIMESLIP ENDS...
≥!?!≤
≥?!?≤

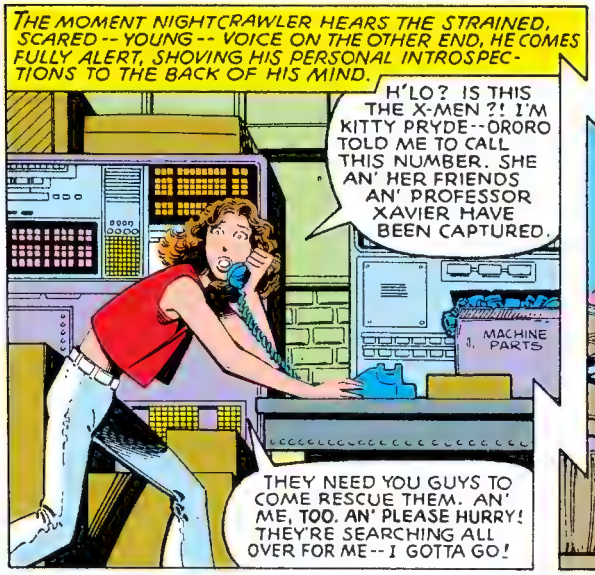

SCOTT!
LET ME EXPLAIN--!
BUT HOW DO I EXPLAIN? I'M NOT EVEN SURE WHAT HAPPENED MYSELF! DID AN ANCESTOR OF MINE MARRY AN ANCESTOR OF WYNGARDE'S? AND THAT CEREMONY--THOSE CLOTHES?! WHAT KIND OF WOMAN WAS SHE?!?
SCOTT?
I'VE NEVER SEEN HER ACT LIKE THAT--IT WAS AS IF SHE WASN'T JEAN AT ALL, ONLY SOMEONE WHO LOOKED LIKE HER.
Eh?! THE ANNOUNCER--!
LADEEZ AN' GENNELMEN--HERE'S THE HONEY YOU ALL BEEN WAITIN' FOR--

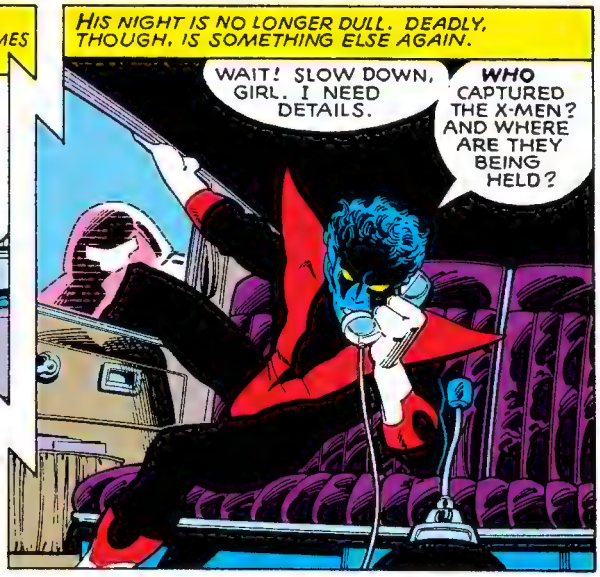

--DAZZLER!
THE ROOM GOES BLACK AND DEATHLY STILL. THEN, THE HOUSE BAND STARTS A POUNDING, RHYTHMIC INTRO--
--AND SHE IS THERE!
A VISION IN SKINTIGHT SILVER, SILHOUETTED IN AN AWESOME LIGHTSHOW THAT SHIFTS IN COLOR, INTENSITY AND POSITION TO MATCH HER EMOTIONS AS SHE SINGS.

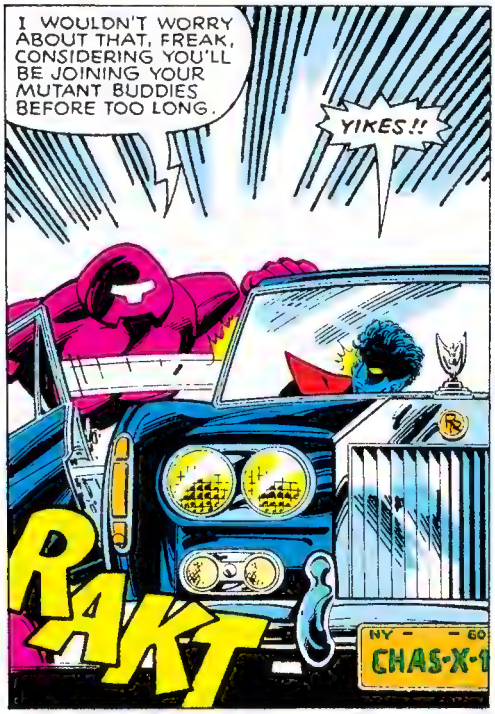
IT'S A SIGHT, A PERFORMANCE, THAT NO ONE WATCHING WILL EVER FORGET.
WOW! I KNOW ZILCH ABOUT DISCO, BUT THIS LADY IS GOOD!
MY WATCH--THE ALARM'S BUZZING! THE MICRO-CEREBRO SCANNER HAS FINALLY FOUND OUR NEO-MUTANT.
AND--IT'S DAZZLER!

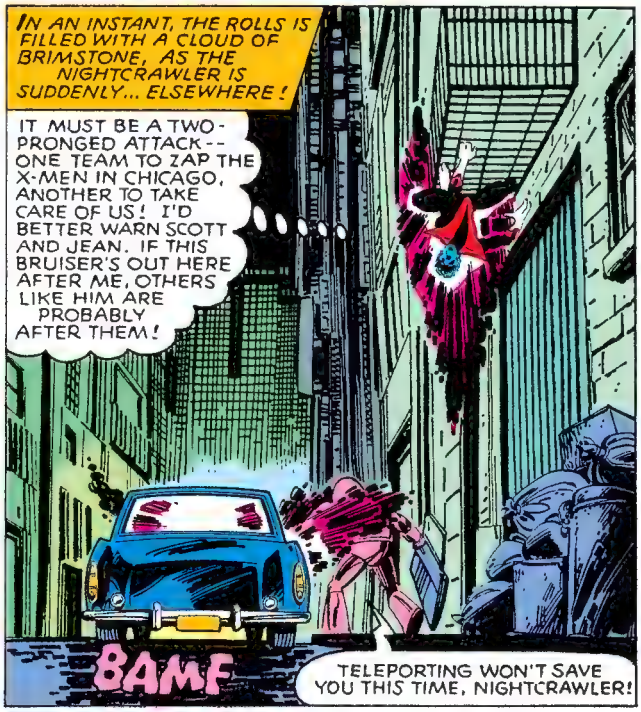

OUTSIDE, THE NIGHT IS STILL QUIET, AND, FOR NIGHTCRAWLER, STILL DEADLY DULL. HE'S WONDERING HOW MUCH LONGER SCOTT AND JEAN ARE GOING TO TAKE...
BRRRINNG
... WHEN THE ROLLS' CAR-PHONE STARTS TO RING.


WE WEREN'T EXPECTING ANY CALLS. WONDER WHO IT COULD BE ?
PROBABLY PROFESSOR X CHECKING UP ON US.
BOY, WAS HE MAD WHEN I TOLD HIM I WAS NO LONGER USING MY IMAGE INDUCER.* GOD--OR FATE--OR DUMB LUCK--MADE ME WHAT I AM, AND I WON'T HIDE ANYMORE. NOT EVEN FOR THE X-MEN.
*GIVEN NIGHTCRAWLER TO ALTER HIS PHYSICAL APPEARANCE--IN X-MEN #97 -- ROG.

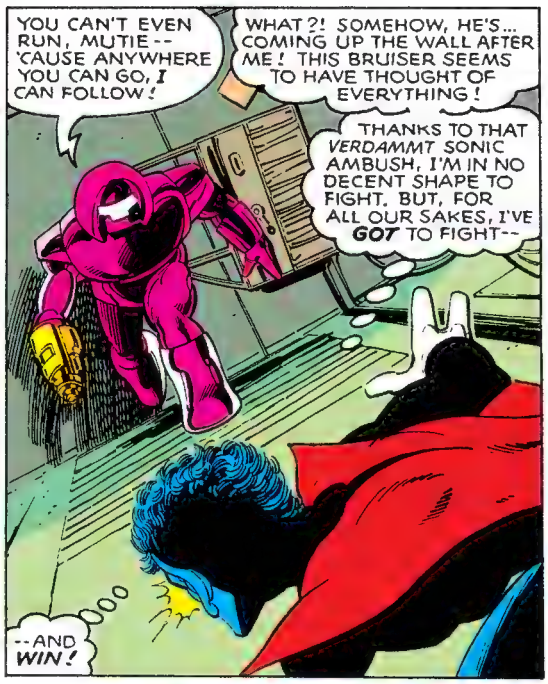

THE MOMENT NIGHTCRAWLER HEARS THE STRAINED, SCARED -- YOUNG -- VOICE ON THE OTHER END, HE COMES FULLY ALERT, SHOVING HIS PERSONAL INTROSPECTIONS TO THE BACK OF HIS MIND.
H'LO? IS THIS THE X-MEN ?! I'M KITTY PRYDE--ORORO TOLD ME TO CALL THIS NUMBER. SHE AN' HER FRIENDS AN' PROFESSOR XAVIER HAVE BEEN CAPTURED.
MACHINE PARTS
THEY NEED YOU GUYS TO COME RESCUE THEM. AN' ME, TOO. AN' PLEASE HURRY! THEY'RE SEARCHING ALL OVER FOR ME--I GOTTA GO!


HIS NIGHT IS NO LONGER DULL. DEADLY, THOUGH, IS SOMETHING ELSE AGAIN.
WAIT! SLOW DOWN, GIRL. I NEED DETAILS.
WHO CAPTURED THE X-MEN? AND WHERE ARE THEY BEING HELD?

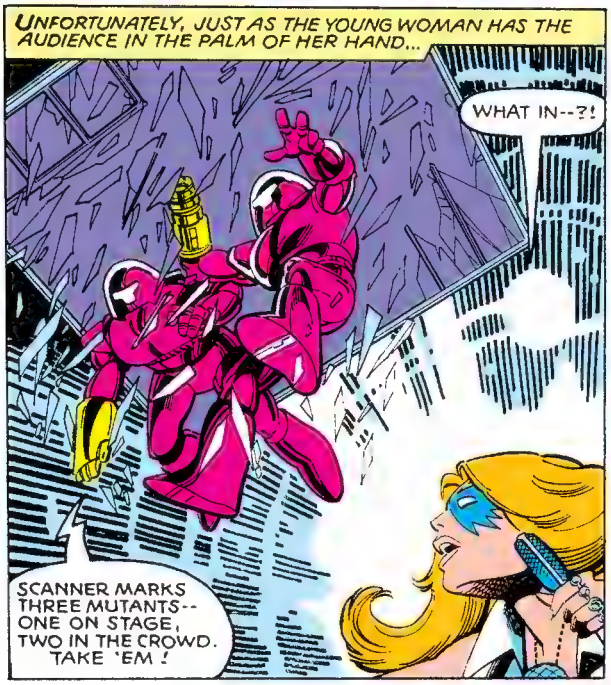

I WOULDN'T WORRY ABOUT THAT, FREAK, CONSIDERING YOU'LL BE JOINING YOUR MUTANT BUDDIES BEFORE TOO LONG.
YIKES!!
RAKT
NY - - 60
CHAS-X-1

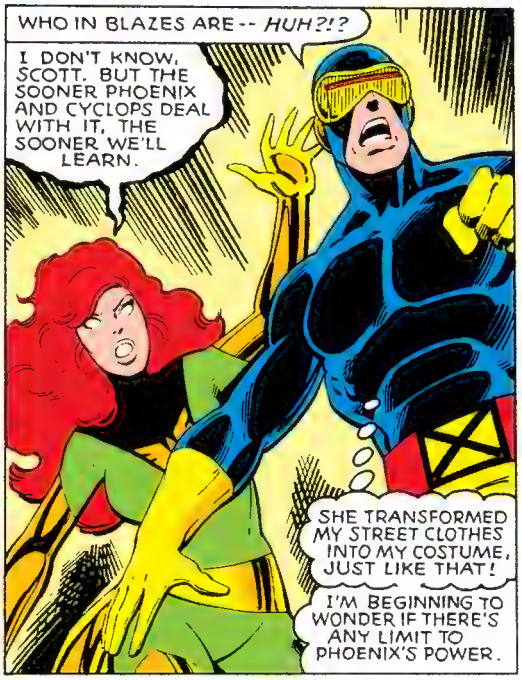

IN AN INSTANT, THE ROLLS IS FILLED WITH A CLOUD OF BRIMSTONE, AS THE NIGHTCRAWLER IS SUDDENLY... ELSEWHERE!
IT MUST BE A TWO-PRONGED ATTACK--ONE TEAM TO ZAP THE X-MEN IN CHICAGO, ANOTHER TO TAKE CARE OF US! I'D BETTER WARN SCOTT AND JEAN. IF THIS BRUISER'S OUT HERE AFTER ME, OTHERS LIKE HIM ARE PROBABLY AFTER THEM!
BAMF
TELEPORTING WON'T SAVE YOU THIS TIME, NIGHTCRAWLER!

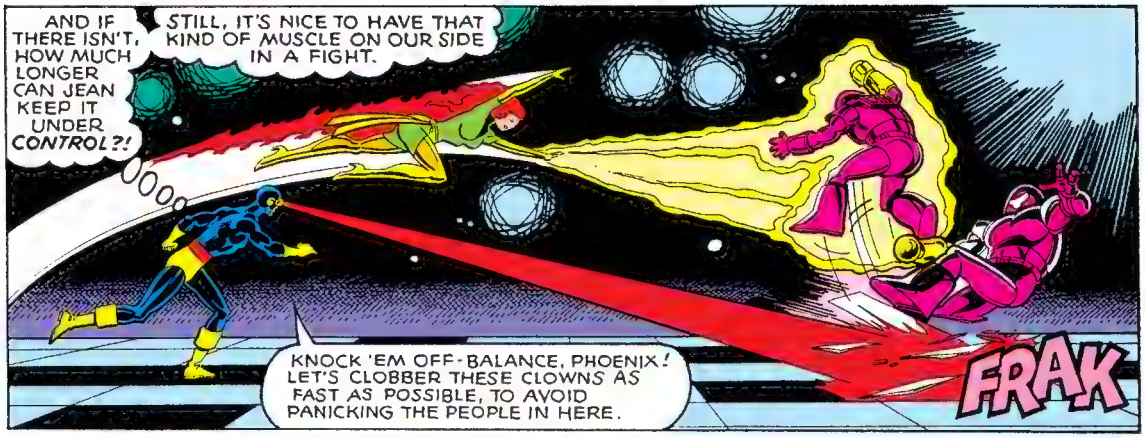
WE KNOW ALL YOUR POWERS--AND WE'RE EQUIPPED TO DEAL WITH THEM!
YEAHRRR!!
A SONIC BEAM--JUST LIKE THE ONE CYCLOPS USED DURING A TEST SEQUENCE IN THE DANGER ROOM!*
BOOM
CAN'T CONCENTRATE... ENOUGH TO TELEPORT AGAIN. CAN... BARELY... EVEN THINK...
*SEE X-MEN #125--R.

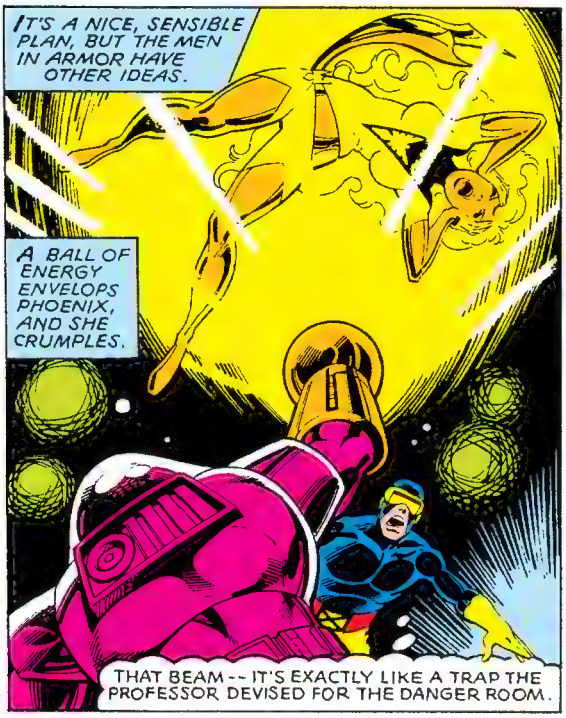

YOU CAN'T EVEN RUN, MUTIE--'CAUSE ANYWHERE YOU CAN GO, I CAN FOLLOW!
WHAT?! SOMEHOW, HE'S... COMING UP THE WALL AFTER ME! THIS BRUISER SEEMS TO HAVE THOUGHT OF EVERYTHING!
THANKS TO THAT VERDAMMT SONIC AMBUSH, I'M IN NO DECENT SHAPE TO FIGHT. BUT, FOR ALL OUR SAKES, I'VE GOT TO FIGHT--
--AND WIN!

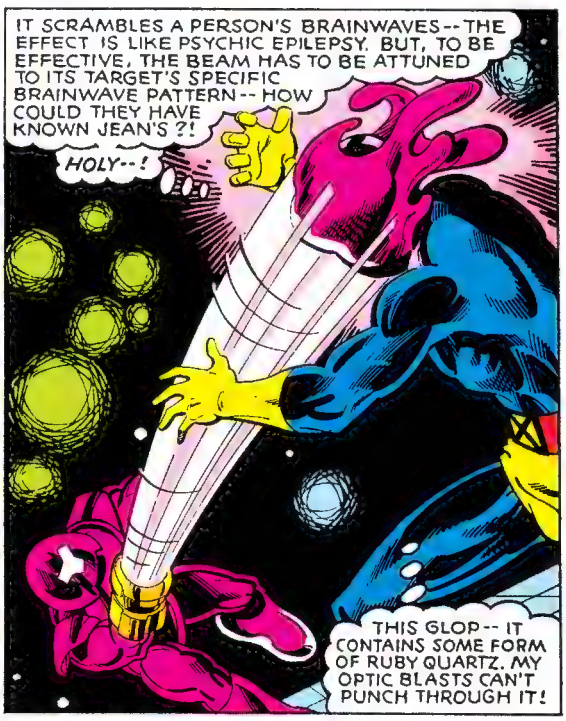
MEANWHILE...
SCOTT, I'D LIKE--I NEED--TO TALK TO YOU.
YEAH. BUT WHEN WE'RE FAR AWAY FROM THIS MADHOUSE--OKAY, JEAN? SOMEWHERE PRIVATE... PEACEFUL.
WE'LL LEAVE AFTER THIS SET...AFTER WE'VE INTRODUCED OURSELVES TO DAZZLER.

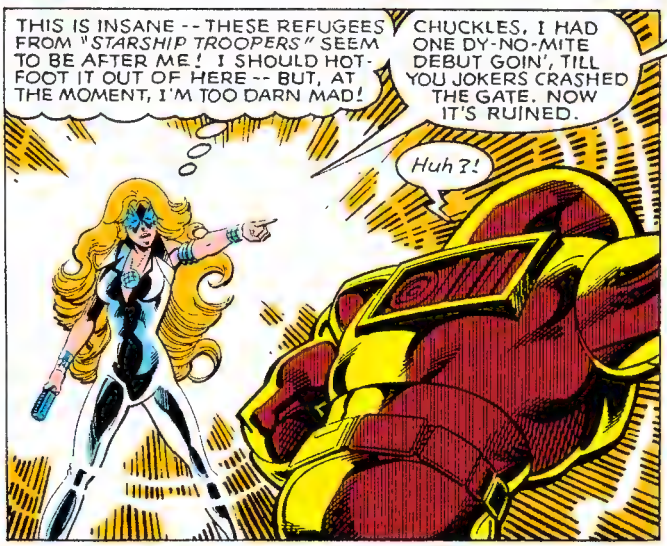

UNFORTUNATELY, JUST AS THE YOUNG WOMAN HAS THE AUDIENCE IN THE PALM OF HER HAND...
WHAT IN--?!
SCANNER MARKS THREE MUTANTS--ONE ON STAGE, TWO IN THE CROWD. TAKE 'EM!


WHO IN BLAZES ARE-- HUH?!?
I DON'T KNOW, SCOTT. BUT THE SOONER PHOENIX AND CYCLOPS DEAL WITH IT, THE SOONER WE'LL LEARN.
SHE TRANSFORMED MY STREET CLOTHES INTO MY COSTUME, JUST LIKE THAT!
I'M BEGINNING TO WONDER IF THERE'S ANY LIMIT TO PHOENIX'S POWER.

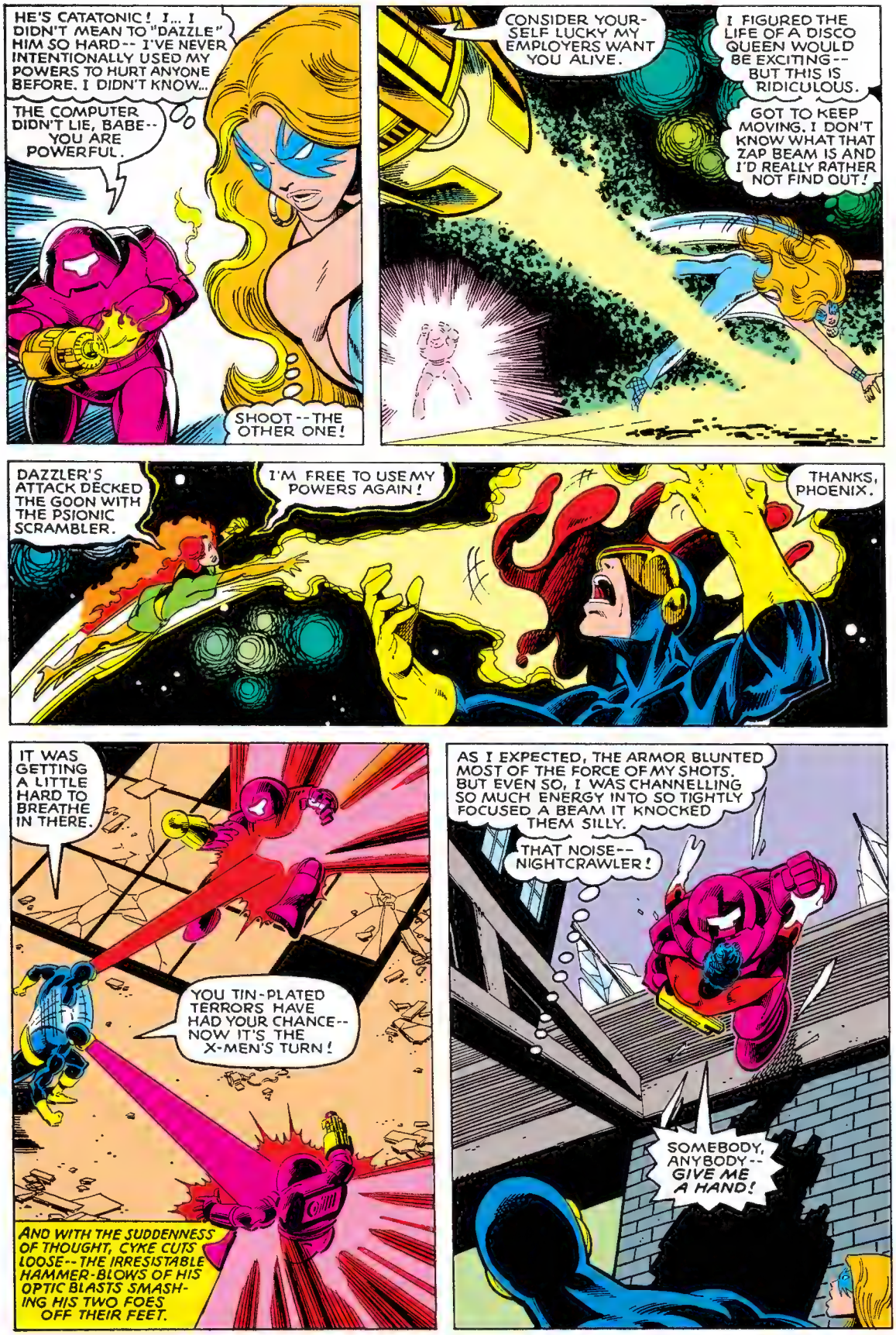

AND IF THERE ISN'T, HOW MUCH LONGER CAN JEAN KEEP IT UNDER CONTROL?!
STILL, IT'S NICE TO HAVE THAT KIND OF MUSCLE ON OUR SIDE IN A FIGHT.
KNOCK 'EM OFF-BALANCE, PHOENIX! LET'S CLOBBER THESE CLOWNS AS FAST AS POSSIBLE, TO AVOID PANICKING THE PEOPLE IN HERE.
FRAK

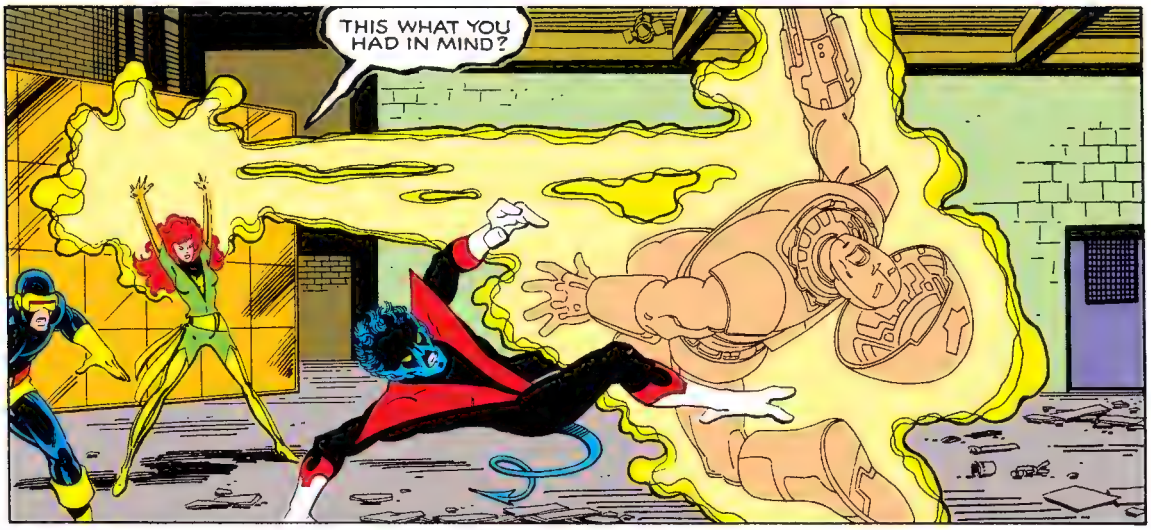

IT'S A NICE, SENSIBLE PLAN, BUT THE MEN IN ARMOR HAVE OTHER IDEAS.
A BALL OF ENERGY ENVELOPS PHOENIX, AND SHE CRUMPLES.
THAT BEAM -- IT'S EXACTLY LIKE A TRAP THE PROFESSOR DEVISED FOR THE DANGER ROOM.

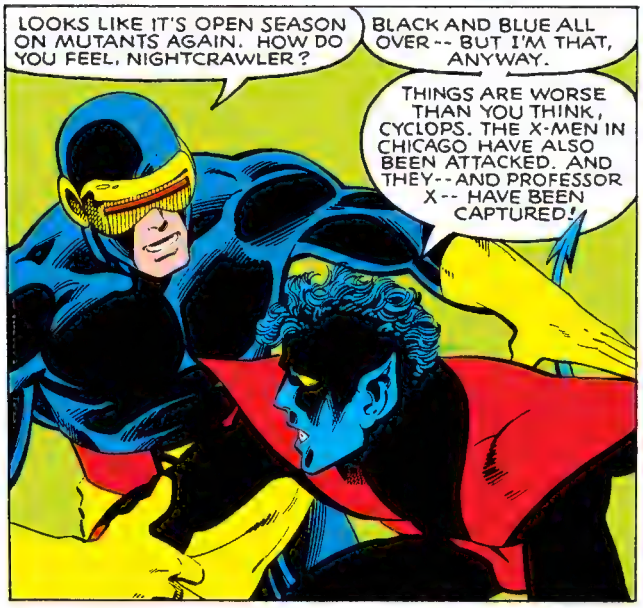

IT SCRAMBLES A PERSON'S BRAINWAVES -- THE EFFECT IS LIKE PSYCHIC EPILEPSY. BUT, TO BE EFFECTIVE, THE BEAM HAS TO BE ATTUNED TO ITS TARGET'S SPECIFIC BRAINWAVE PATTERN -- HOW COULD THEY HAVE KNOWN JEAN'S?!
HOLY--!
THIS GLOP -- IT CONTAINS SOME FORM OF RUBY QUARTZ. MY OPTIC BLASTS CAN'T PUNCH THROUGH IT!


THIS IS INSANE -- THESE REFUGEES FROM "STARSHIP TROOPERS" SEEM TO BE AFTER ME! I SHOULD HOT-FOOT IT OUT OF HERE -- BUT, AT THE MOMENT, I'M TOO DARN MAD!
CHUCKLES. I HAD ONE DY-NO-MITE DEBUT GOIN', TILL YOU JOKERS CRASHED THE GATE. NOW IT'S RUINED.
Huh?!

AND FOR THAT, SUCKER, YOU GONNA PAY!
LIGHT -- IN ALL ITS INFINITE VARIETY -- BURSTS AROUND THE HAPLESS MAN, INSTANTLY FLOODING HIS EYES, HIS MIND, HIS SOUL. HIS BRAIN CAN'T COPE WITH THE SENSORY OVERLOAD. IT SHORT-CIRCUITS -- AND TURNS ITSELF COMPLETELY OFF.


HE'S CATATONIC! I... I DIDN'T MEAN TO "DAZZLE" HIM SO HARD-- I'VE NEVER INTENTIONALLY USED MY POWERS TO HURT ANYONE BEFORE. I DIDN'T KNOW...
THE COMPUTER DIDN'T LIE, BABE-- YOU ARE POWERFUL.
SHOOT--THE OTHER ONE!
CONSIDER YOURSELF LUCKY MY EMPLOYERS WANT YOU ALIVE.
I FIGURED THE LIFE OF A DISCO QUEEN WOULD BE EXCITING-- BUT THIS IS RIDICULOUS.
GOT TO KEEP MOVING. I DON'T KNOW WHAT THAT ZAP BEAM IS AND I'D REALLY RATHER NOT FIND OUT!
DAZZLER'S ATTACK DECKED THE GOON WITH THE PSIONIC SCRAMBLER.
I'M FREE TO USE MY POWERS AGAIN!
THANKS, PHOENIX.
IT WAS GETTING A LITTLE HARD TO BREATHE IN THERE.
YOU TIN-PLATED TERRORS HAVE HAD YOUR CHANCE-- NOW IT'S THE X-MEN'S TURN!
AND WITH THE SUDDENNESS OF THOUGHT, CYKE CUTS LOOSE--THE IRRESISTABLE HAMMER-BLOWS OF HIS OPTIC BLASTS SMASHING HIS TWO FOES OFF THEIR FEET.
AS I EXPECTED, THE ARMOR BLUNTED MOST OF THE FORCE OF MY SHOTS. BUT EVEN SO, I WAS CHANNELLING SO MUCH ENERGY INTO SO TIGHTLY FOCUSED A BEAM IT KNOCKED THEM SILLY.
THAT NOISE-- NIGHTCRAWLER!
SOMEBODY, ANYBODY-- GIVE ME A HAND!

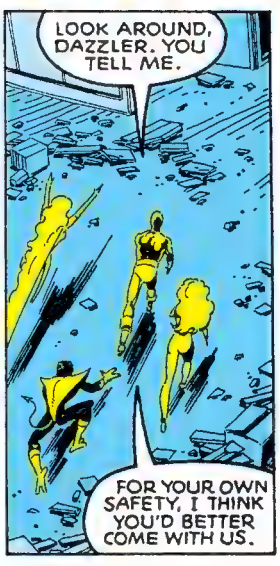

THIS WHAT YOU HAD IN MIND?

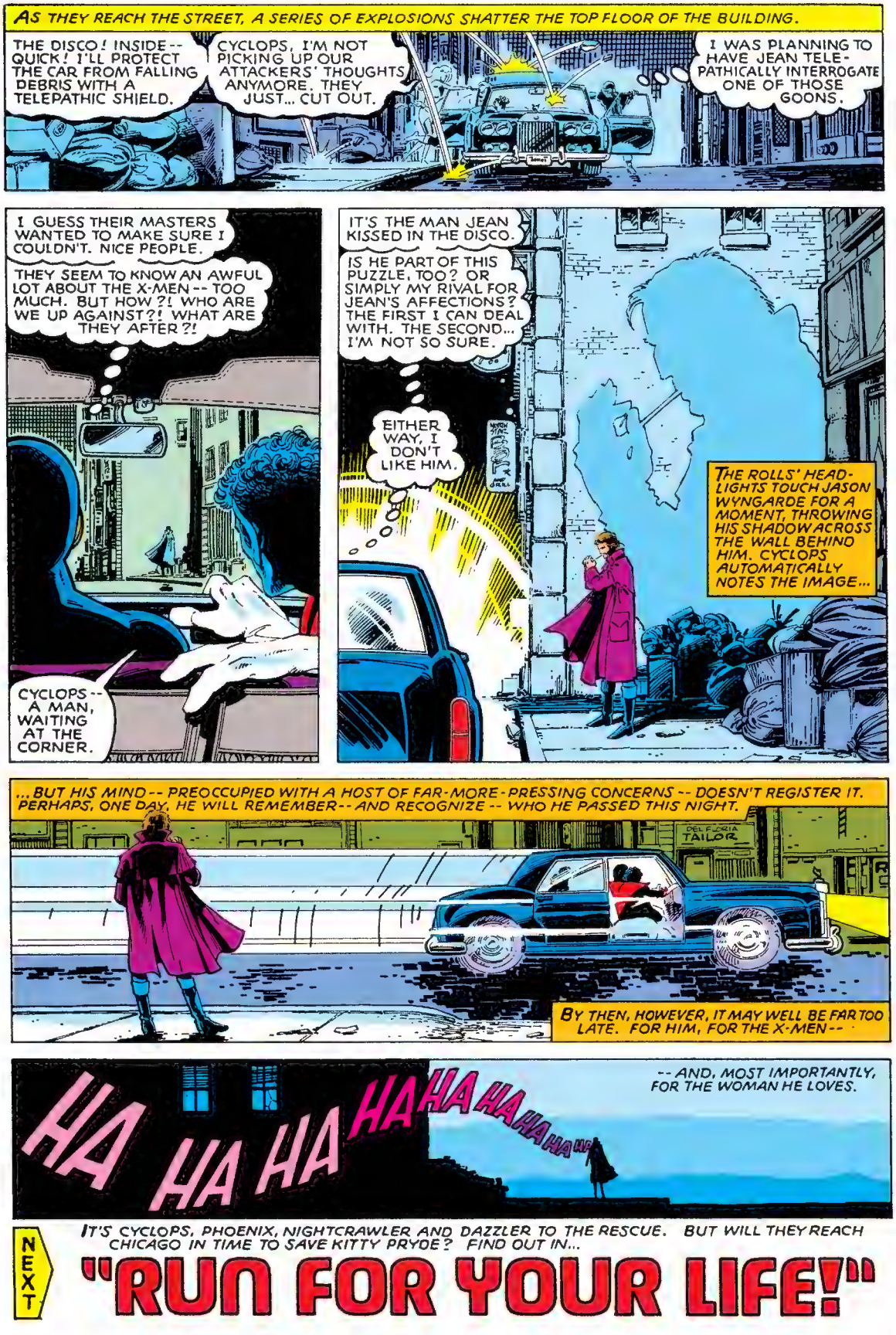

LOOKS LIKE IT'S OPEN SEASON ON MUTANTS AGAIN. HOW DO YOU FEEL, NIGHTCRAWLER?
BLACK AND BLUE ALL OVER -- BUT I'M THAT, ANYWAY.
THINGS ARE WORSE THAN YOU THINK, CYCLOPS. THE X-MEN IN CHICAGO HAVE ALSO BEEN ATTACKED. AND THEY -- AND PROFESSOR X -- HAVE BEEN CAPTURED!

QUICKLY, NIGHTCRAWLER TELLS CYCLOPS WHAT KITTY PRYDE HAD TOLD HIM.
HOW DO WE KNOW THIS KID IS ON THE LEVEL? SHE COULD BE LURING US INTO AN AMBUSH.
HEY, HUNK -- YOU AVENGERS OR SOMETHIN'? YOU MIND CLUEIN' ME IN ON WHAT'S BEEN GOIN' DOWN HERE?
WE'RE, ah, X-MEN, MISS...?

CALL ME DAZZLER, DARLIN'. THAT'S MY NAME -- THAT'S WHAT I DO. DAZZLE PEOPLE.
HAVE YOU EVER WONDERED WHERE YOUR LIGHT POWERS CAME FROM?
NOPE.

YOU'RE A MUTANT, DAZZLER. YOU HAVE POWERS AND ABILITIES THAT SET YOU APART FROM THE REST OF HUMANITY. AND, AS YOU'VE JUST SEEN, THERE ARE PEOPLE WHO WILL STOP AT NOTHING TO CAPTURE -- OR KILL -- YOU.
ARE YOU SERIOUS?


LOOK AROUND, DAZZLER. YOU TELL ME.
FOR YOUR OWN SAFETY, I THINK YOU'D BETTER COME WITH US.


AS THEY REACH THE STREET, A SERIES OF EXPLOSIONS SHATTER THE TOP FLOOR OF THE BUILDING.
THE DISCO! INSIDE -- QUICK! I'LL PROTECT THE CAR FROM FALLING DEBRIS WITH A TELEPATHIC SHIELD.
CYCLOPS, I'M NOT PICKING UP OUR ATTACKERS' THOUGHTS ANYMORE. THEY JUST... CUT OUT.
I WAS PLANNING TO HAVE JEAN TELEPATHICALLY INTERROGATE ONE OF THOSE GOONS.
I GUESS THEIR MASTERS WANTED TO MAKE SURE I COULDN'T. NICE PEOPLE.
THEY SEEM TO KNOW AN AWFUL LOT ABOUT THE X-MEN -- TOO MUCH. BUT HOW?! WHO ARE WE UP AGAINST?! WHAT ARE THEY AFTER?!
CYCLOPS -- A MAN, WAITING AT THE CORNER.
IT'S THE MAN JEAN KISSED IN THE DISCO.
IS HE PART OF THIS PUZZLE, TOO? OR SIMPLY MY RIVAL FOR JEAN'S AFFECTIONS? THE FIRST I CAN DEAL WITH. THE SECOND... I'M NOT SO SURE.
EITHER WAY, I DON'T LIKE HIM.
THE ROLLS' HEADLIGHTS TOUCH JASON WYNGARDE FOR A MOMENT, THROWING HIS SHADOW ACROSS THE WALL BEHIND HIM. CYCLOPS AUTOMATICALLY NOTES THE IMAGE...
...BUT HIS MIND -- PREOCCUPIED WITH A HOST OF FAR-MORE-PRESSING CONCERNS -- DOESN'T REGISTER IT. PERHAPS, ONE DAY, HE WILL REMEMBER -- AND RECOGNIZE -- WHO HE PASSED THIS NIGHT.
DEL FLORIA TAILOR
BY THEN, HOWEVER, IT MAY WELL BE FAR TOO LATE. FOR HIM, FOR THE X-MEN --
-- AND, MOST IMPORTANTLY, FOR THE WOMAN HE LOVES.
HA HA HA HA HA HA HA HA HA!!
NEXT
IT'S CYCLOPS, PHOENIX, NIGHTCRAWLER AND DAZZLER TO THE RESCUE. BUT WILL THEY REACH CHICAGO IN TIME TO SAVE KITTY PRYDE? FIND OUT IN...
"RUN FOR YOUR LIFE!"

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Stan Lee PRESENTS: THE UNCANNY X-MEN!™

RUN FOR YOUR LIFE!

THE TIME IS VERY EARLY SUNDAY MORNING. THE PLACE, A BACK-ALLEY IN CHICAGO, JUST OFF THE LOOP.
LOTS OF TIMES TONIGHT, KITTY PRYDE THOUGHT SHE'D GIVEN HER PURSUERS THE SLIP -- BUT EACH TIME, THEY'D FOUND HER AGAIN.
CYCLOPS
PHOENIX
COLOSSUS
WOLVERINE
STORM
NIGHTCRAWLER

A CLAREMONT * BYRNE * AUSTIN PRODUCTION | AIDED AND ABETTED BY TOM ORZECHOWSKI, letterer GLYNIS WEIN, colorist * ROGER STERN editor * JIM SHOOTER ed.-in-chief

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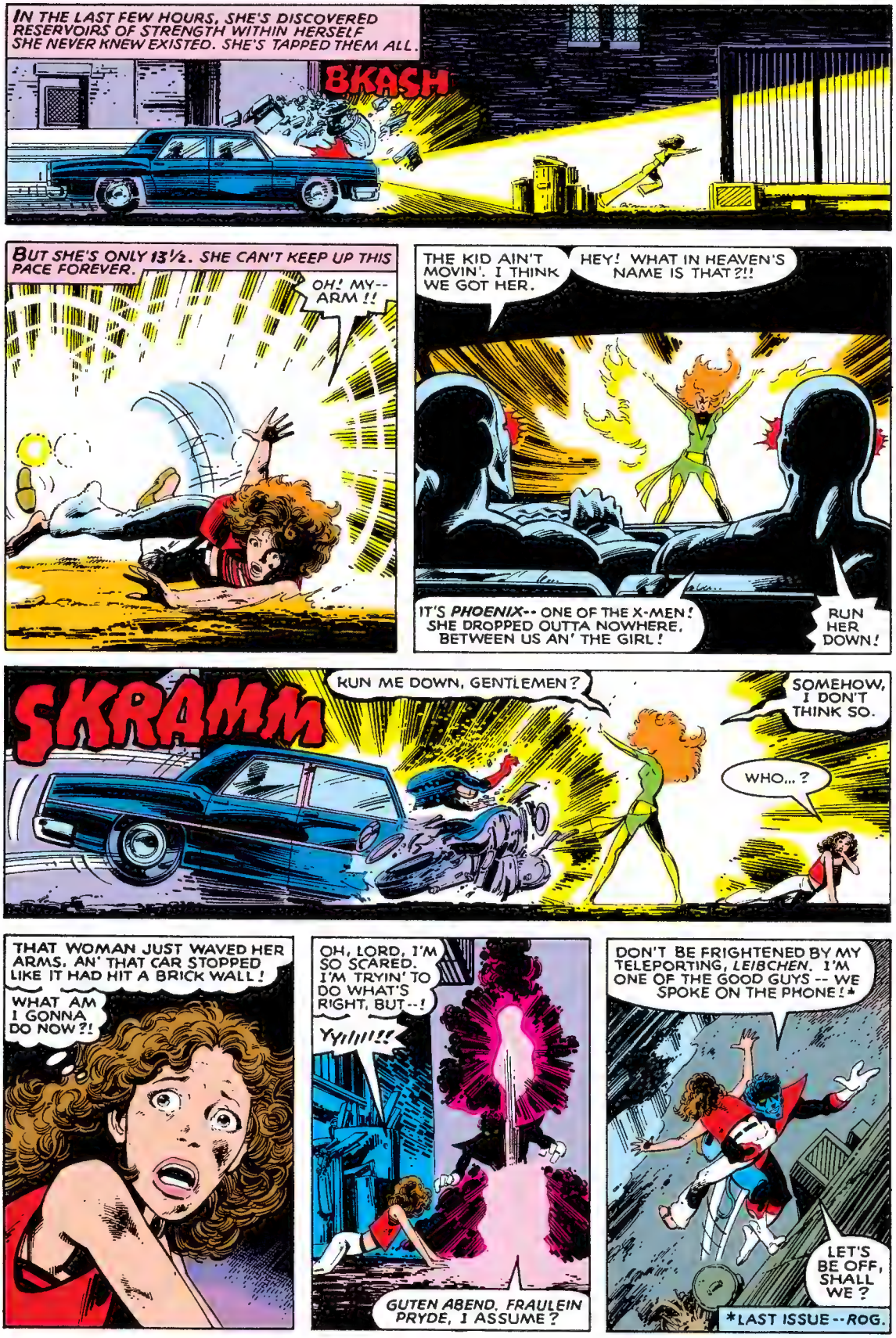
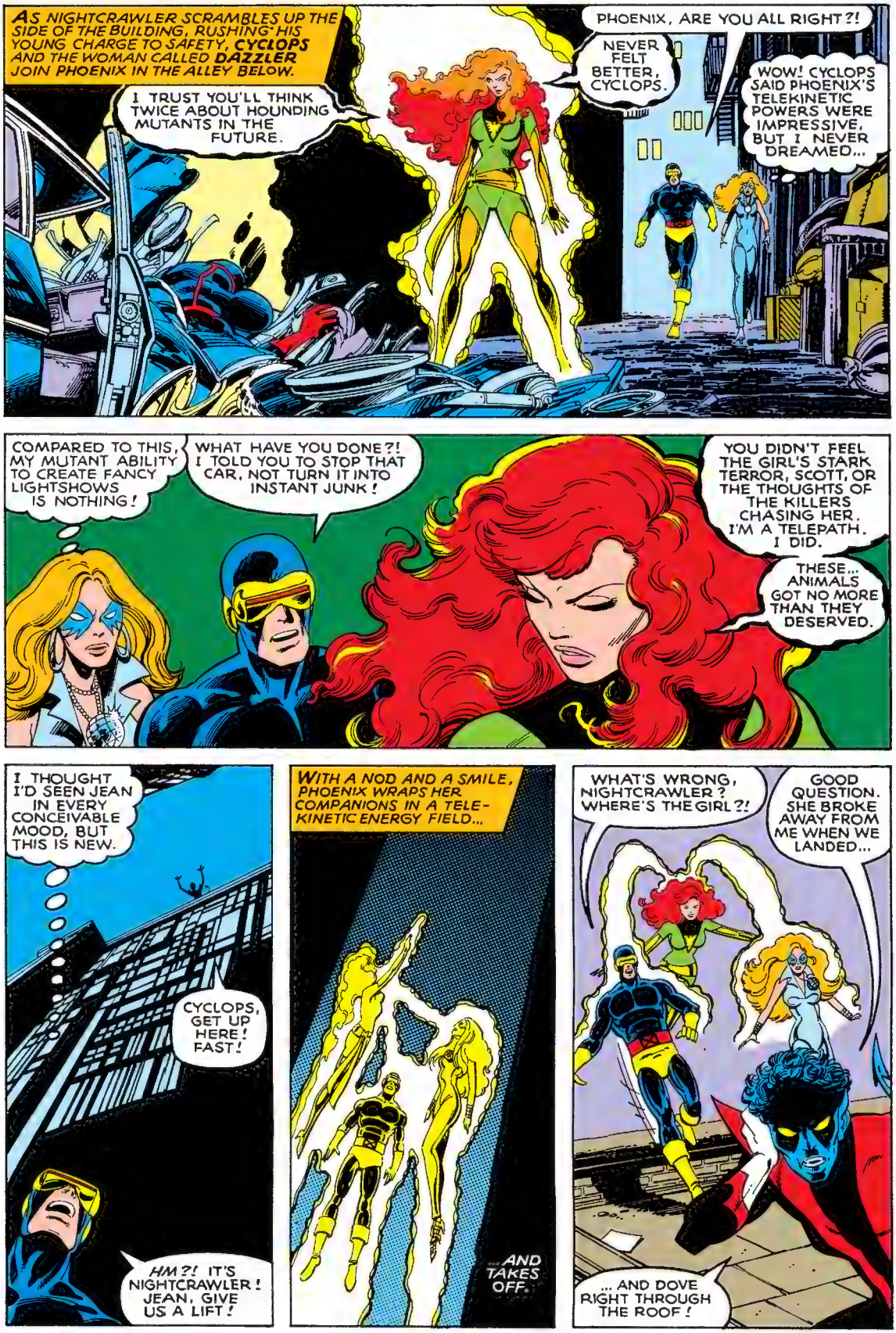
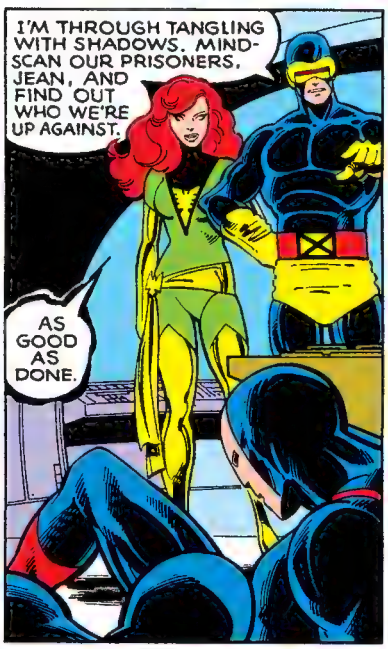

IN THE LAST FEW HOURS, SHE'S DISCOVERED RESERVOIRS OF STRENGTH WITHIN HERSELF SHE NEVER KNEW EXISTED. SHE'S TAPPED THEM ALL.
BKASH
BUT SHE'S ONLY 13½. SHE CAN'T KEEP UP THIS PACE FOREVER.
OH! MY-- ARM!!
THE KID AIN'T MOVIN'. I THINK WE GOT HER.
HEY! WHAT IN HEAVEN'S NAME IS THAT?!!
IT'S PHOENIX-- ONE OF THE X-MEN! SHE DROPPED OUTTA NOWHERE, BETWEEN US AN' THE GIRL!
RUN HER DOWN!
SKRAMM
RUN ME DOWN, GENTLEMEN?
SOMEHOW, I DON'T THINK SO.
WHO...?
THAT WOMAN JUST WAVED HER ARMS, AN' THAT CAR STOPPED LIKE IT HAD HIT A BRICK WALL!
WHAT AM I GONNA DO NOW?!
OH, LORD, I'M SO SCARED. I'M TRYIN' TO DO WHAT'S RIGHT, BUT--!
YYYIIII!!
GUTEN ABEND, FRAULEIN PRYDE, I ASSUME?
DON'T BE FRIGHTENED BY MY TELEPORTING, LEIBCHEN. I'M ONE OF THE GOOD GUYS -- WE SPOKE ON THE PHONE!*
LET'S BE OFF, SHALL WE?
*LAST ISSUE--ROG.

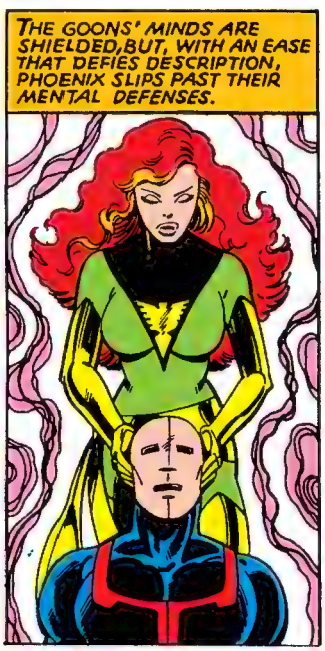

AS NIGHTCRAWLER SCRAMBLES UP THE SIDE OF THE BUILDING, RUSHING HIS YOUNG CHARGE TO SAFETY, CYCLOPS AND THE WOMAN CALLED DAZZLER JOIN PHOENIX IN THE ALLEY BELOW.
I TRUST YOU'LL THINK TWICE ABOUT HOUNDING MUTANTS IN THE FUTURE.
PHOENIX, ARE YOU ALL RIGHT?!
NEVER FELT BETTER, CYCLOPS.
WOW! CYCLOPS SAID PHOENIX'S TELEKINETIC POWERS WERE IMPRESSIVE, BUT I NEVER DREAMED...
COMPARED TO THIS, MY MUTANT ABILITY TO CREATE FANCY LIGHTSHOWS IS NOTHING!
WHAT HAVE YOU DONE?! I TOLD YOU TO STOP THAT CAR, NOT TURN IT INTO INSTANT JUNK!
YOU DIDN'T FEEL THE GIRL'S STARK TERROR, SCOTT, OR THE THOUGHTS OF THE KILLERS CHASING HER. I'M A TELEPATH. I DID.
THESE... ANIMALS GOT NO MORE THAN THEY DESERVED.
I THOUGHT I'D SEEN JEAN IN EVERY CONCEIVABLE MOOD, BUT THIS IS NEW.
CYCLOPS, GET UP HERE! FAST!
HM?! IT'S NIGHTCRAWLER! JEAN, GIVE US A LIFT!
WITH A NOD AND A SMILE, PHOENIX WRAPS HER COMPANIONS IN A TELE-KINETIC ENERGY FIELD...
...AND TAKES OFF.
WHAT'S WRONG, NIGHTCRAWLER? WHERE'S THE GIRL?!
GOOD QUESTION. SHE BROKE AWAY FROM ME WHEN WE LANDED...
... AND DOVE RIGHT THROUGH THE ROOF!

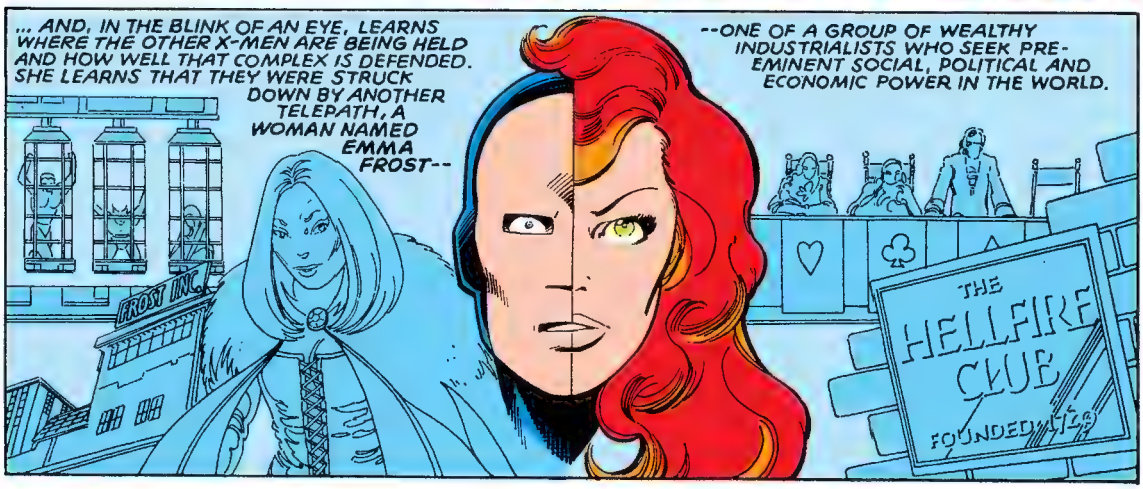
WELL, THEN SHE'S DEFINITELY THE NEO-MUTANT PROFESSOR XAVIER AND THE OTHER X-MEN CAME TO CHICAGO TO FIND.
JEAN, CAN YOU TRACK HER TELE-PATHICALLY?
YES.
GOOD. YOU'RE THE MOST NORMAL-LOOKING OF US. YOU'LL HAVE TO HANDLE THE INITIAL CONTACT.
PSYCHOKINETICALLY REARRANGING THE MOLECULES OF HER PHOENIX COSTUME INTO A SET OF STREET CLOTHES...
...JEAN BEGINS HER SEARCH OF THE WAREHOUSE LOFT.
SOMEONE'S COMING -- MUSTN'T MAKE A SOUND!
THAT'S THE RIGHT IDEA, KITTEN -- EXCEPT AGAINST A MIND-READER LIKE ME YOUR THOUGHTS STAND OUT LIKE A BEACON.
TELL ME, WHAT'S A NICE KID LIKE YOU DOING IN A PLACE LIKE THIS?
OH!!
EASY, KITTY, EASY -- THERE'S NOTHING TO BE AFRAID OF. YOU'RE AMONG FRIENDS.
I'M JEAN GREY, ONE OF THE X-MEN. REMEMBER, YOU PHONED US FOR HELP.
X-MEN?
KITTY HESITATES FOR A MOMENT -- AND THEN, SHE COLLAPSES INTO JEAN'S ARMS, ALL OF THE ACCUMULATED TERRORS OF THE LAST TWELVE HOURS POURING OUT OF HER.
IT'S A WHILE BEFORE THE X-MEN, DAZZLER, KITTY AND THEIR PRISONERS RETURN TO THE MUTANTS' SKYSHIP, HIDDEN DEEP WITHIN A WOODLAND PARK LINING THE SHORE OF LAKE MICHIGAN.
THIS IS CRAZY--

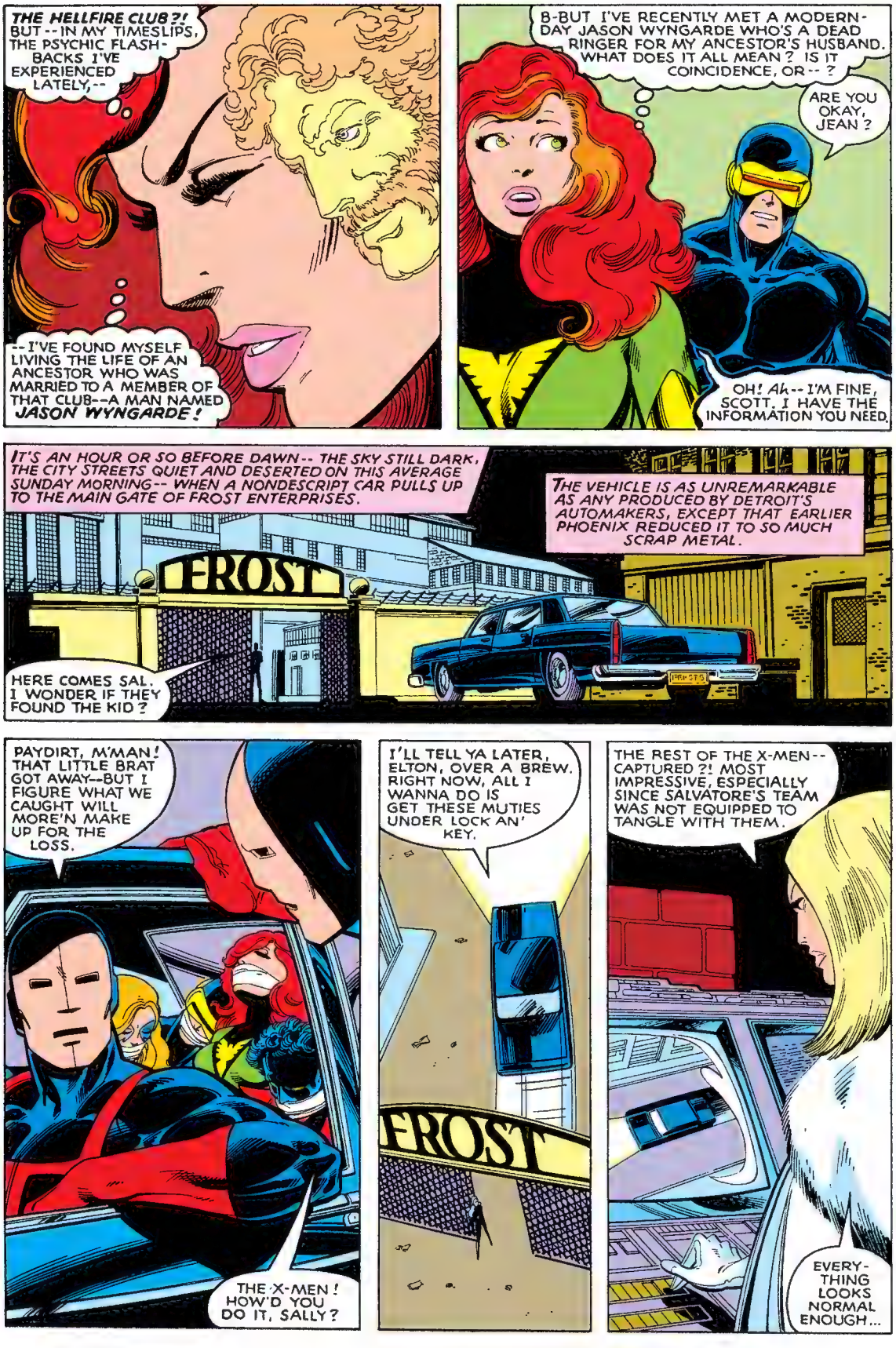
-- I STARTED OUT LAST NIGHT TO BREAK INTO THE NEW YORK DISCO SCENE... AND NOW I'M SUDDENLY FIGHTING ALONGSIDE THE X-MEN.
MOST OF THESE ARE ONLY SCRAPES-- THEY LOOK A LOT WORSE THAN THEY REALLY ARE-- BUT SOME OF THESE CUTS ARE PRETTY DEEP. SING OUT IF I HURT YOU, KITTY.
OKAY.
ANYWAY, ORORO-- AN' COLOSSUS AN' WOLVERINE-- AN' I WERE AT THE MALT SHOP, WHEN THESE CREEPS BUSTED IN ON US. I GOT AWAY, BUT THE X-MEN AND PROFESSOR XAVIER GOT CAPTURED.
THEY WERE TAKEN TO THIS BIG INDUSTRIAL PARK JUST OUTSIDE THE CITY. I KIND'A TAGGED ALONG.*
I DON'T THINK THE LITTLE FRAULEIN LIKES ME.
*SEE X-MEN #129.--ROG.

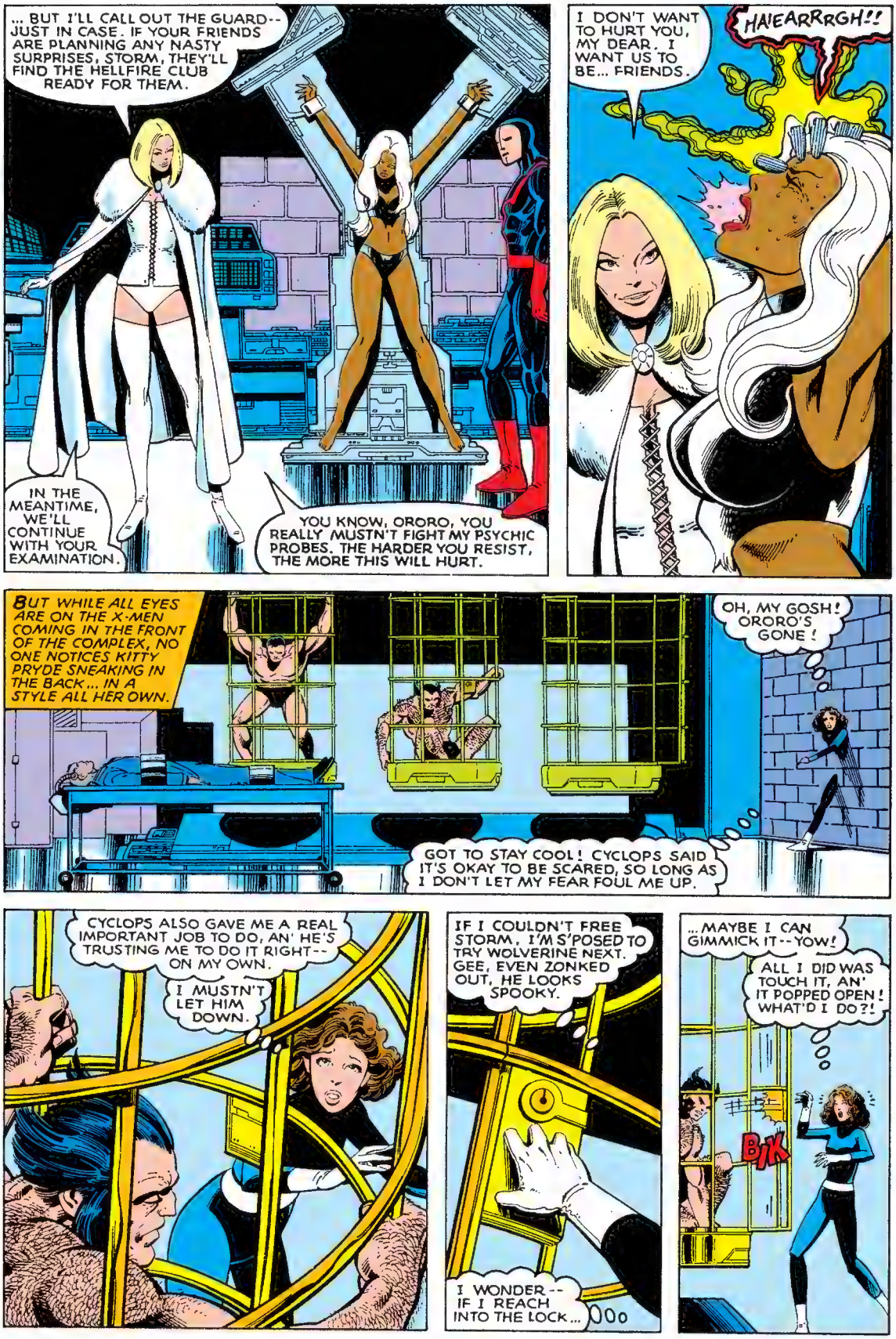
ORORO GAVE ME YOUR PHONE NUMBER, TOLD ME TO CALL YOU GUYS TO COME RESCUE EVERY-ONE. I DID, AN' I'VE BEEN RUNNIN' EVER SINCE.
WE WERE ATTACKED, TOO, IN NEW YORK.*
*LAST ISSUE --R.

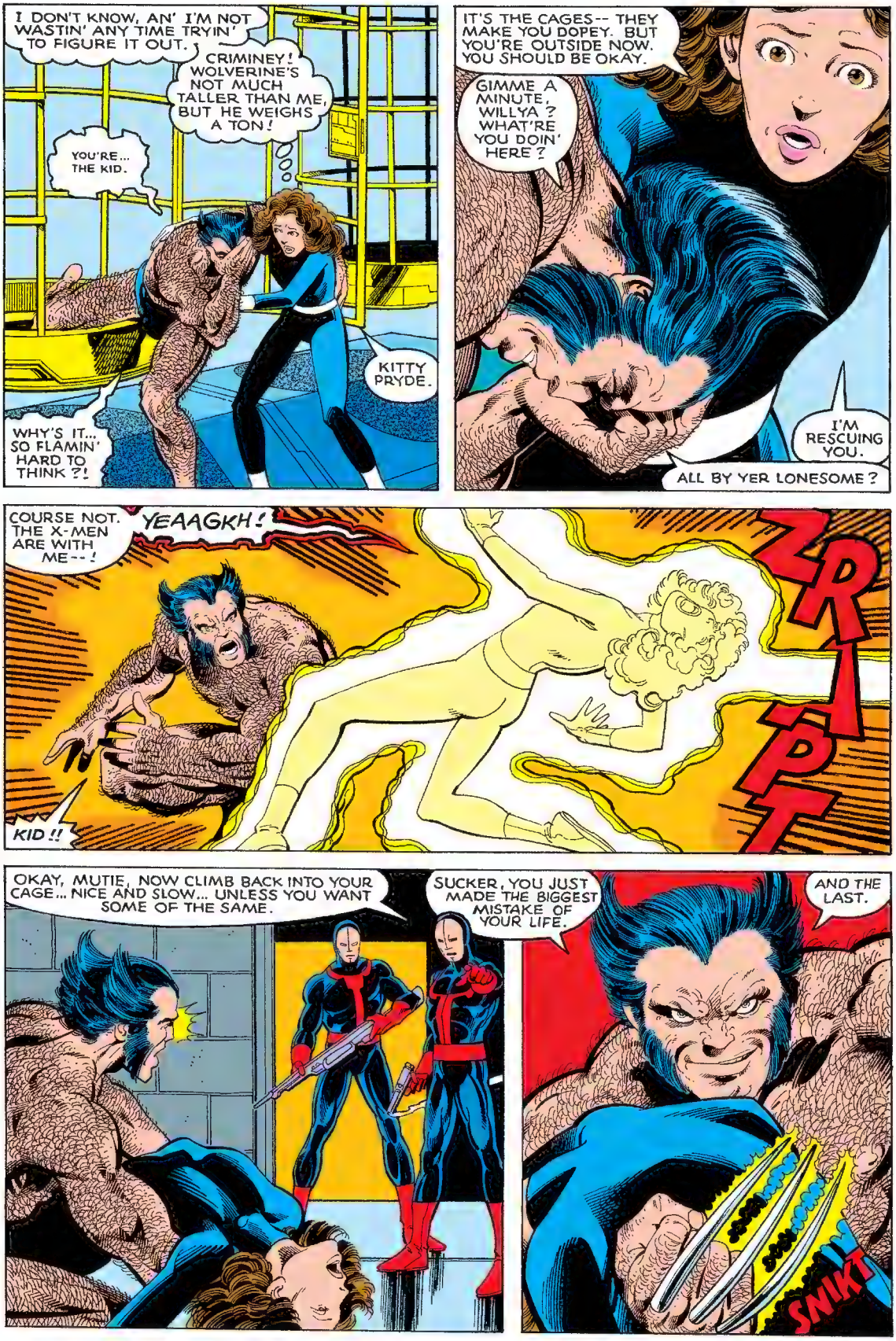

I'M THROUGH TANGLING WITH SHADOWS. MIND-SCAN OUR PRISONERS, JEAN, AND FIND OUT WHO WE'RE UP AGAINST.
AS GOOD AS DONE.

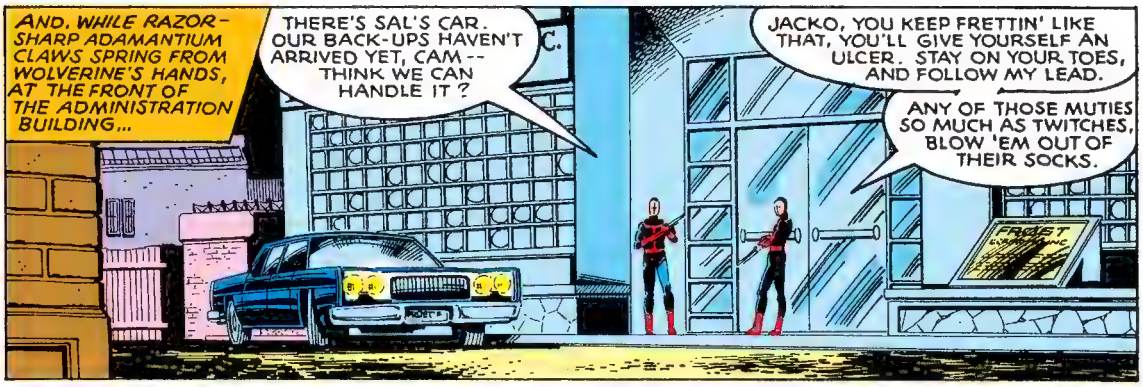

THE GOONS' MINDS ARE SHIELDED, BUT, WITH AN EASE THAT DEFIES DESCRIPTION, PHOENIX SLIPS PAST THEIR MENTAL DEFENSES.

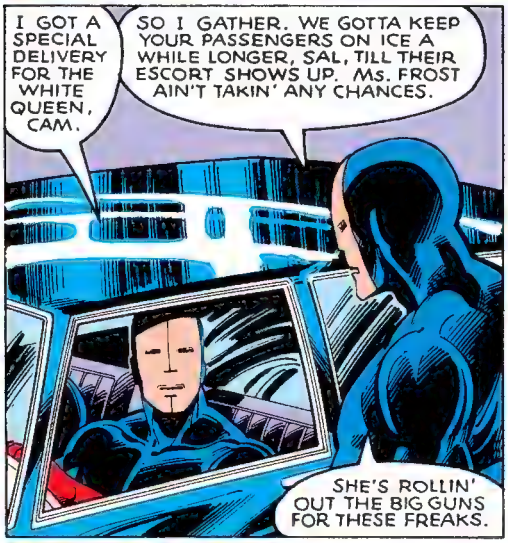

... AND, IN THE BLINK OF AN EYE, LEARNS WHERE THE OTHER X-MEN ARE BEING HELD AND HOW WELL THAT COMPLEX IS DEFENDED. SHE LEARNS THAT THEY WERE STRUCK DOWN BY ANOTHER TELEPATH, A WOMAN NAMED EMMA FROST--
--ONE OF A GROUP OF WEALTHY INDUSTRIALISTS WHO SEEK PRE-EMINENT SOCIAL, POLITICAL AND ECONOMIC POWER IN THE WORLD.
FROST INC.
THE HELLFIRE CLUB
FOUNDED 1719

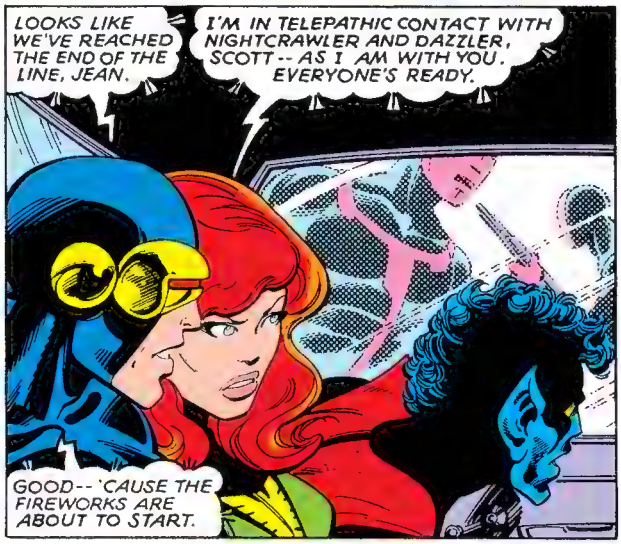

THE HELLFIRE CLUB?! BUT--IN MY TIMESLIPS, THE PSYCHIC FLASH-BACKS I'VE EXPERIENCED LATELY,--
--I'VE FOUND MYSELF LIVING THE LIFE OF AN ANCESTOR WHO WAS MARRIED TO A MEMBER OF THAT CLUB--A MAN NAMED JASON WYNGARDE!
B-BUT I'VE RECENTLY MET A MODERN-DAY JASON WYNGARDE WHO'S A DEAD RINGER FOR MY ANCESTOR'S HUSBAND. WHAT DOES IT ALL MEAN? IS IT COINCIDENCE, OR--?
ARE YOU OKAY, JEAN?
OH! Ah-- I'M FINE, SCOTT. I HAVE THE INFORMATION YOU NEED.
IT'S AN HOUR OR SO BEFORE DAWN-- THE SKY STILL DARK, THE CITY STREETS QUIET AND DESERTED ON THIS AVERAGE SUNDAY MORNING-- WHEN A NONDESCRIPT CAR PULLS UP TO THE MAIN GATE OF FROST ENTERPRISES.
THE VEHICLE IS AS UNREMARKABLE AS ANY PRODUCED BY DETROIT'S AUTOMAKERS, EXCEPT THAT EARLIER PHOENIX REDUCED IT TO SO MUCH SCRAP METAL.
FROST
HERE COMES SAL. I WONDER IF THEY FOUND THE KID?
PAYDIRT, M'MAN! THAT LITTLE BRAT GOT AWAY--BUT I FIGURE WHAT WE CAUGHT WILL MORE'N MAKE UP FOR THE LOSS.
THE X-MEN! HOW'D YOU DO IT, SALLY?
I'LL TELL YA LATER, ELTON, OVER A BREW. RIGHT NOW, ALL I WANNA DO IS GET THESE MUTIES UNDER LOCK AN' KEY.
FROST
THE REST OF THE X-MEN-- CAPTURED?! MOST IMPRESSIVE, ESPECIALLY SINCE SALVATORE'S TEAM WAS NOT EQUIPPED TO TANGLE WITH THEM.
EVERY-THING LOOKS NORMAL ENOUGH...

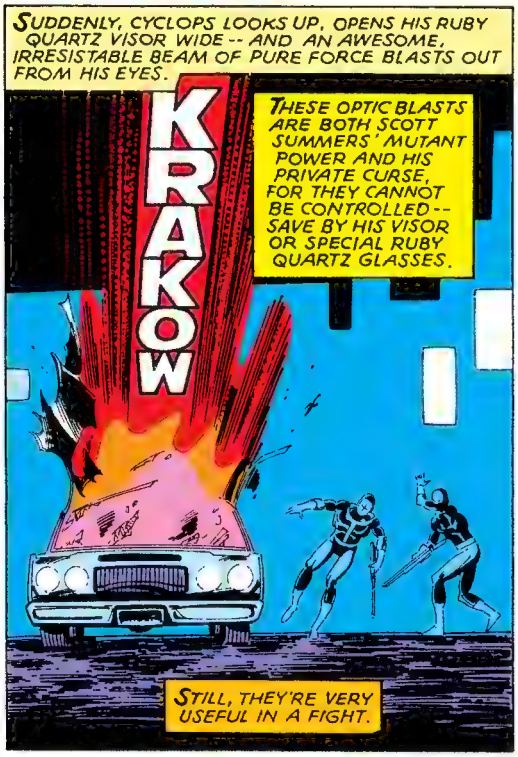

... BUT I'LL CALL OUT THE GUARD-- JUST IN CASE. IF YOUR FRIENDS ARE PLANNING ANY NASTY SURPRISES, STORM, THEY'LL FIND THE HELLFIRE CLUB READY FOR THEM.
IN THE MEANTIME, WE'LL CONTINUE WITH YOUR EXAMINATION.
YOU KNOW, ORORO, YOU REALLY MUSTN'T FIGHT MY PSYCHIC PROBES. THE HARDER YOU RESIST, THE MORE THIS WILL HURT.
I DON'T WANT TO HURT YOU, MY DEAR. I WANT US TO BE... FRIENDS.
HA!EARRRGH!!
BUT WHILE ALL EYES ARE ON THE X-MEN COMING IN THE FRONT OF THE COMPLEX, NO ONE NOTICES KITTY PRYDE SNEAKING IN THE BACK... IN A STYLE ALL HER OWN.
OH, MY GOSH! ORORO'S GONE!
GOT TO STAY COOL! CYCLOPS SAID IT'S OKAY TO BE SCARED, SO LONG AS I DON'T LET MY FEAR FOUL ME UP.
CYCLOPS ALSO GAVE ME A REAL IMPORTANT JOB TO DO, AN' HE'S TRUSTING ME TO DO IT RIGHT-- ON MY OWN.
I MUSTN'T LET HIM DOWN.
IF I COULDN'T FREE STORM, I'M S'POSED TO TRY WOLVERINE NEXT. GEE, EVEN ZONKED OUT, HE LOOKS SPOOKY.
I WONDER-- IF I REACH INTO THE LOCK...
...MAYBE I CAN GIMMICK IT--YOW!
ALL I DID WAS TOUCH IT, AN' IT POPPED OPEN! WHAT'D I DO?!
BIK


I DON'T KNOW, AN' I'M NOT WASTIN' ANY TIME TRYIN' TO FIGURE IT OUT.
CRIMINEY! WOLVERINE'S NOT MUCH TALLER THAN ME, BUT HE WEIGHS A TON!
YOU'RE... THE KID.
KITTY PRYDE.
WHY'S IT... SO FLAMIN' HARD TO THINK?!
IT'S THE CAGES-- THEY MAKE YOU DOPEY. BUT YOU'RE OUTSIDE NOW. YOU SHOULD BE OKAY.
GIMME A MINUTE, WILLYA? WHAT'RE YOU DOIN' HERE?
I'M RESCUING YOU.
ALL BY YER LONESOME?
COURSE NOT. THE X-MEN ARE WITH ME--!
YEAAGKH!
ZRIPT
KID!!
OKAY, MUTIE, NOW CLIMB BACK INTO YOUR CAGE... NICE AND SLOW... UNLESS YOU WANT SOME OF THE SAME.
SUCKER, YOU JUST MADE THE BIGGEST MISTAKE OF YOUR LIFE.
AND THE LAST.
SNIKT

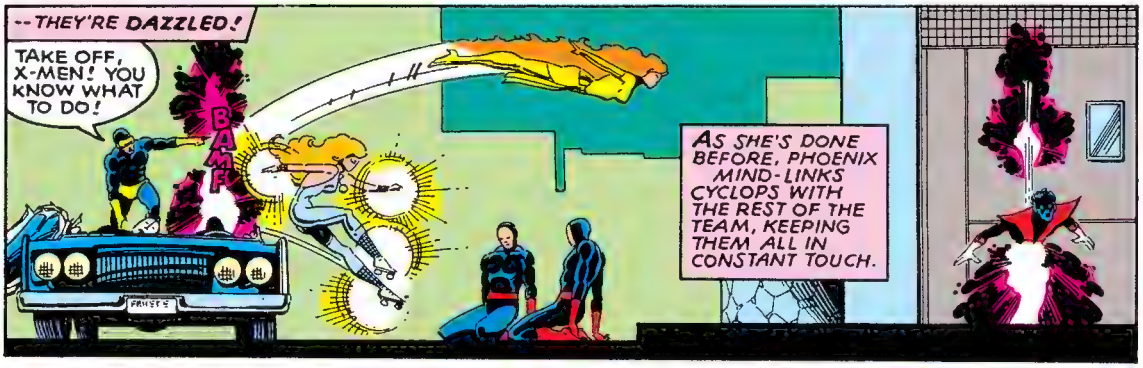

AND, WHILE RAZOR-SHARP ADAMANTIUM CLAWS SPRING FROM WOLVERINE'S HANDS, AT THE FRONT OF THE ADMINISTRATION BUILDING...
THERE'S SAL'S CAR. OUR BACK-UPS HAVEN'T ARRIVED YET, CAM -- THINK WE CAN HANDLE IT?
JACKO, YOU KEEP FRETTIN' LIKE THAT, YOU'LL GIVE YOURSELF AN ULCER. STAY ON YOUR TOES, AND FOLLOW MY LEAD.
ANY OF THOSE MUTIES SO MUCH AS TWITCHES, BLOW 'EM OUT OF THEIR SOCKS.
FROST

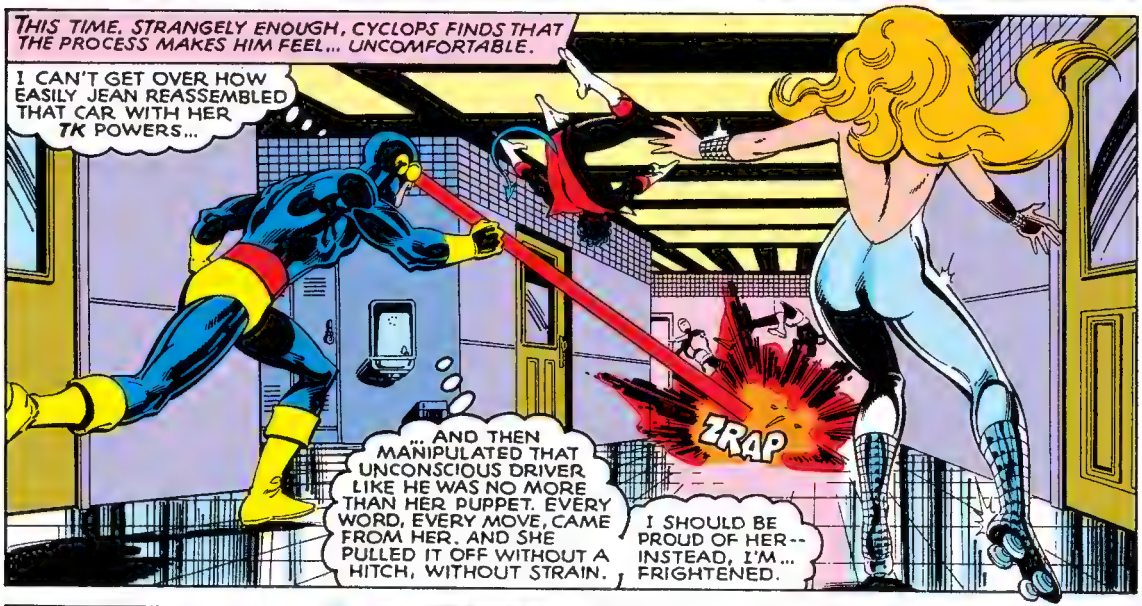

I GOT A SPECIAL DELIVERY FOR THE WHITE QUEEN, CAM.
SO I GATHER. WE GOTTA KEEP YOUR PASSENGERS ON ICE A WHILE LONGER, SAL, TILL THEIR ESCORT SHOWS UP. MS. FROST AIN'T TAKIN' ANY CHANCES.
SHE'S ROLLIN' OUT THE BIG GUNS FOR THESE FREAKS.

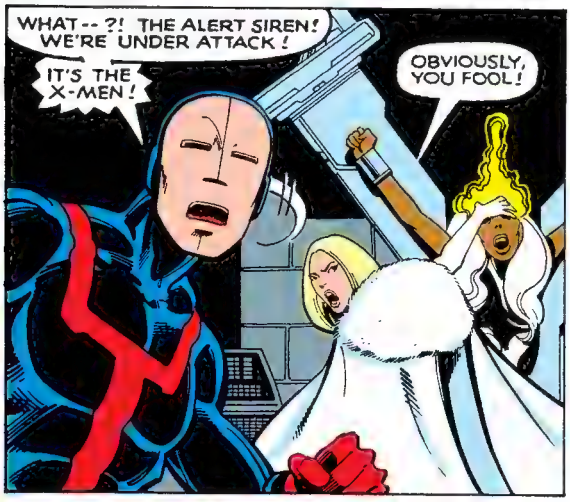

LOOKS LIKE WE'VE REACHED THE END OF THE LINE, JEAN.
I'M IN TELEPATHIC CONTACT WITH NIGHTCRAWLER AND DAZZLER, SCOTT -- AS I AM WITH YOU. EVERYONE'S READY.
GOOD -- 'CAUSE THE FIREWORKS ARE ABOUT TO START.

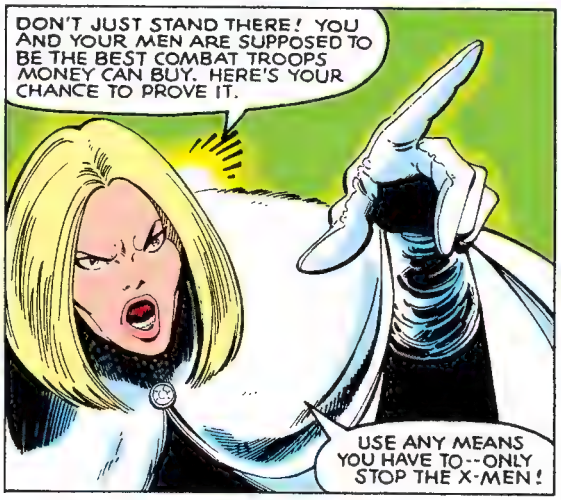

SUDDENLY, CYCLOPS LOOKS UP, OPENS HIS RUBY QUARTZ VISOR WIDE -- AND AN AWESOME, IRRESISTABLE BEAM OF PURE FORCE BLASTS OUT FROM HIS EYES.
KRAKOW
THESE OPTIC BLASTS ARE BOTH SCOTT SUMMERS' MUTANT POWER AND HIS PRIVATE CURSE, FOR THEY CANNOT BE CONTROLLED -- SAVE BY HIS VISOR OR SPECIAL RUBY QUARTZ GLASSES.
STILL, THEY'RE VERY USEFUL IN A FIGHT.

BEFORE THE GUARDS HAVE RECOVERED FROM THE SHOCK OF CYCLOPS' BLAST, DAZZLER MOVES INTO ACTION, DRAWING ON ALL THE SOUNDS AROUND HER, AND CONVERTING THEM INTO RADIANT ENERGY...
...SHE CREATES A LIGHTSHOW, SO INTENSE AND BEAUTIFUL, THAT THE GUARDS' MINDS CAN'T COPE WITH IT! IN OTHER WORDS--

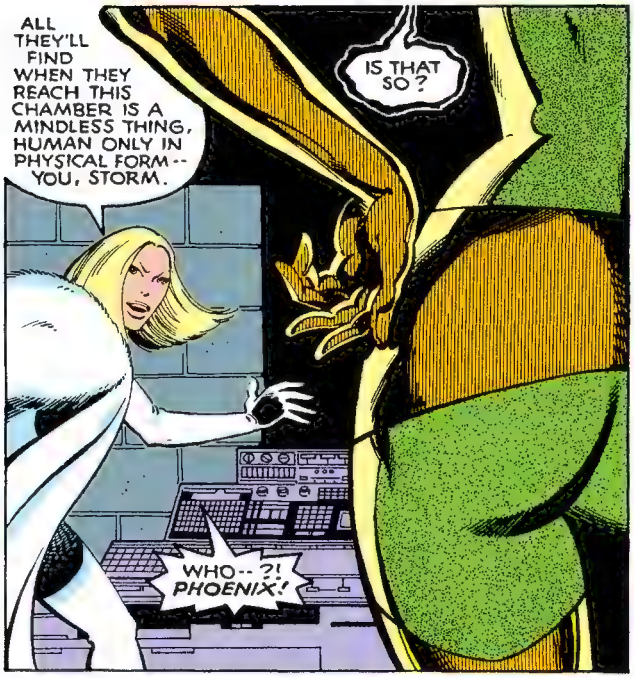

--THEY'RE DAZZLED!
TAKE OFF, X-MEN! YOU KNOW WHAT TO DO!
BAM!
AS SHE'S DONE BEFORE, PHOENIX MIND-LINKS CYCLOPS WITH THE REST OF THE TEAM, KEEPING THEM ALL IN CONSTANT TOUCH.


THIS TIME, STRANGELY ENOUGH, CYCLOPS FINDS THAT THE PROCESS MAKES HIM FEEL... UNCOMFORTABLE.
I CAN'T GET OVER HOW EASILY JEAN REASSEMBLED THAT CAR WITH HER TK POWERS...
ZRAP
... AND THEN MANIPULATED THAT UNCONSCIOUS DRIVER LIKE HE WAS NO MORE THAN HER PUPPET. EVERY WORD, EVERY MOVE, CAME FROM HER. AND SHE PULLED IT OFF WITHOUT A HITCH, WITHOUT STRAIN.
I SHOULD BE PROUD OF HER-- INSTEAD, I'M... FRIGHTENED.

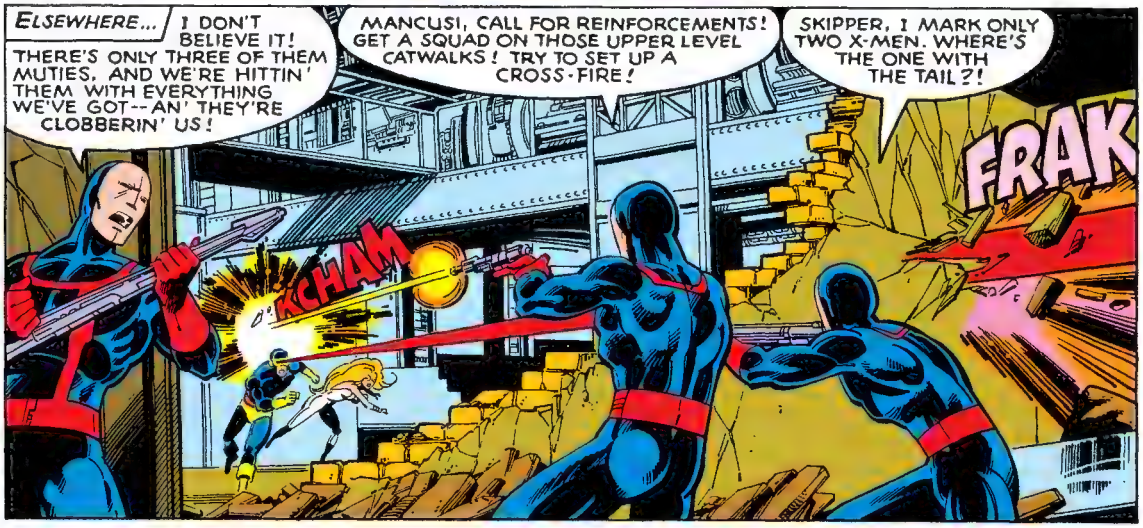

WHAT-- ?! THE ALERT SIREN! WE'RE UNDER ATTACK!
IT'S THE X-MEN!
OBVIOUSLY, YOU FOOL!

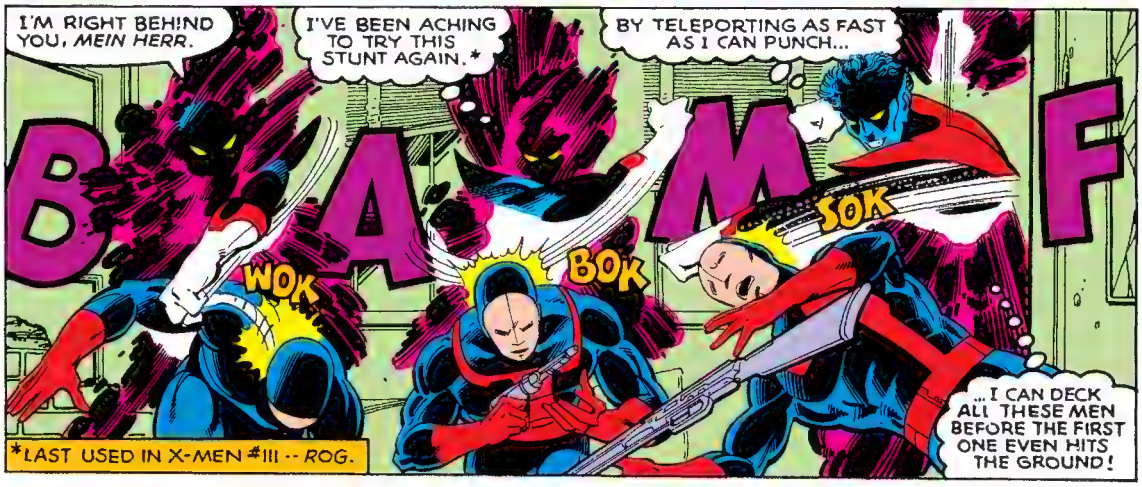

DON'T JUST STAND THERE! YOU AND YOUR MEN ARE SUPPOSED TO BE THE BEST COMBAT TROOPS MONEY CAN BUY. HERE'S YOUR CHANCE TO PROVE IT.
USE ANY MEANS YOU HAVE TO--ONLY STOP THE X-MEN!

IT SEEMS YOUR FRIENDS' "TROJAN HORSE" GAMBIT HAS PAID OFF, STORM.
BUT CYCLOPS AND THE OTHERS HAVE A LONG WAY TO GO BEFORE THEY REACH THIS LAB. THAT'S MORE THAN ENOUGH TIME TO TEACH YOU-- AND THEM-- A LESSON THEY'LL NEVER FORGET.

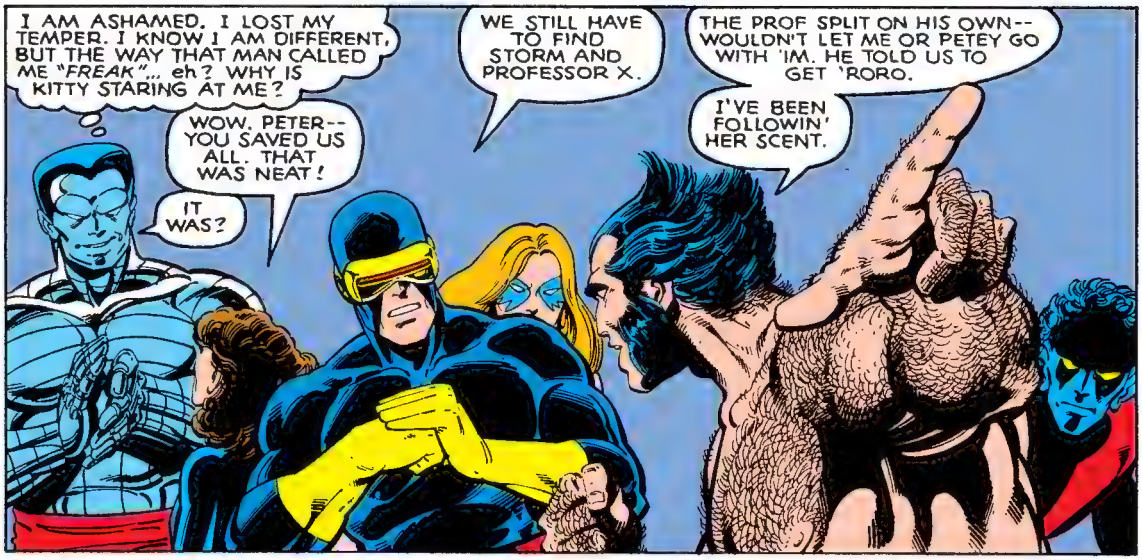

ALL THEY'LL FIND WHEN THEY REACH THIS CHAMBER IS A MINDLESS THING, HUMAN ONLY IN PHYSICAL FORM -- YOU, STORM.
IS THAT SO?
WHO -- ?! PHOENIX!

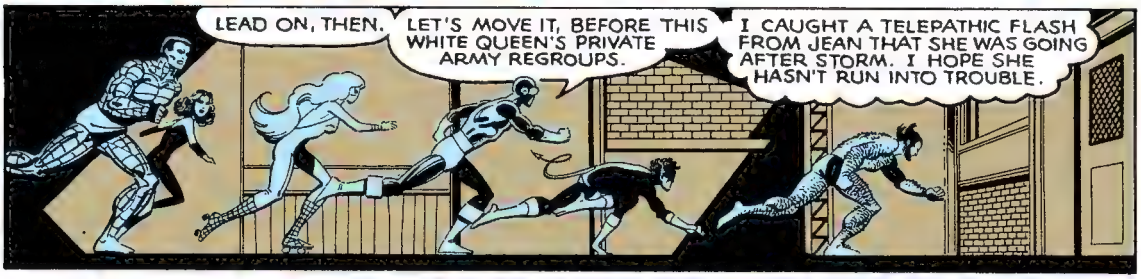
THE ONE AND ONLY. AND YOU'RE EMMA FROST -- THE HELLFIRE CLUB'S WHITE QUEEN.
I UNDERSTAND YOU CALL YOURSELF SOMETHING OF A TELEPATH.
WELL, "YOUR MAJESTY," LET'S SEE HOW GOOD YOU REALLY ARE.

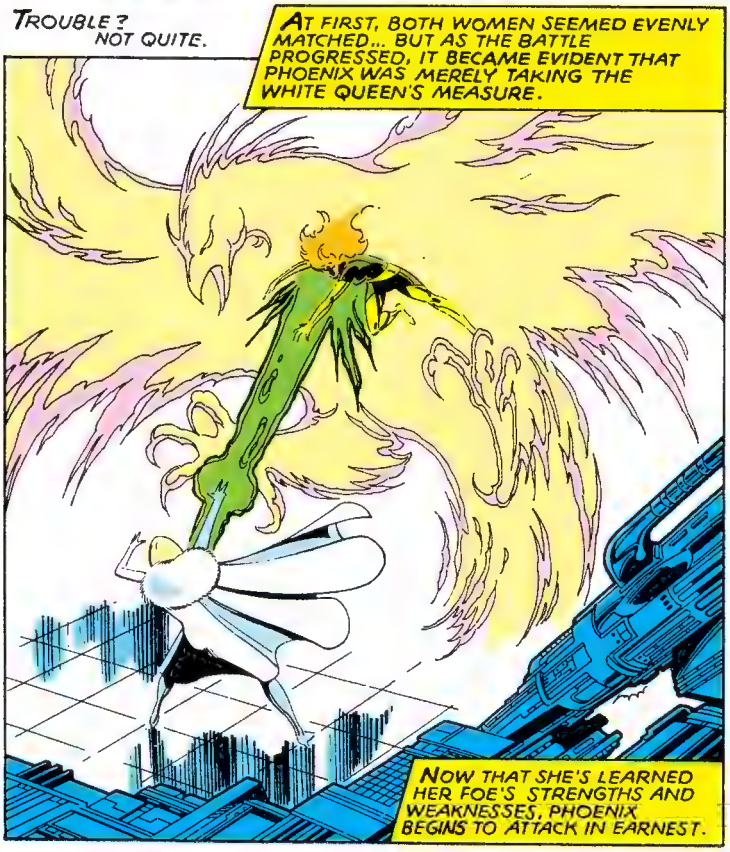

ELSEWHERE...
I DON'T BELIEVE IT! THERE'S ONLY THREE OF THEM MUTIES, AND WE'RE HITTIN' THEM WITH EVERYTHING WE'VE GOT -- AN' THEY'RE CLOBBERIN' US!
MANCUSI, CALL FOR REINFORCEMENTS! GET A SQUAD ON THOSE UPPER LEVEL CATWALKS! TRY TO SET UP A CROSS-FIRE!
SKIPPER, I MARK ONLY TWO X-MEN. WHERE'S THE ONE WITH THE TAIL?!
KCHAM
FRAK


I'M RIGHT BEHIND YOU, MEIN HERR.
I'VE BEEN ACHING TO TRY THIS STUNT AGAIN.*
BY TELEPORTING AS FAST AS I CAN PUNCH...
B A M F
WOK
BOK
SOK
...I CAN DECK ALL THESE MEN BEFORE THE FIRST ONE EVEN HITS THE GROUND!
*LAST USED IN X-MEN #111 -- ROG.

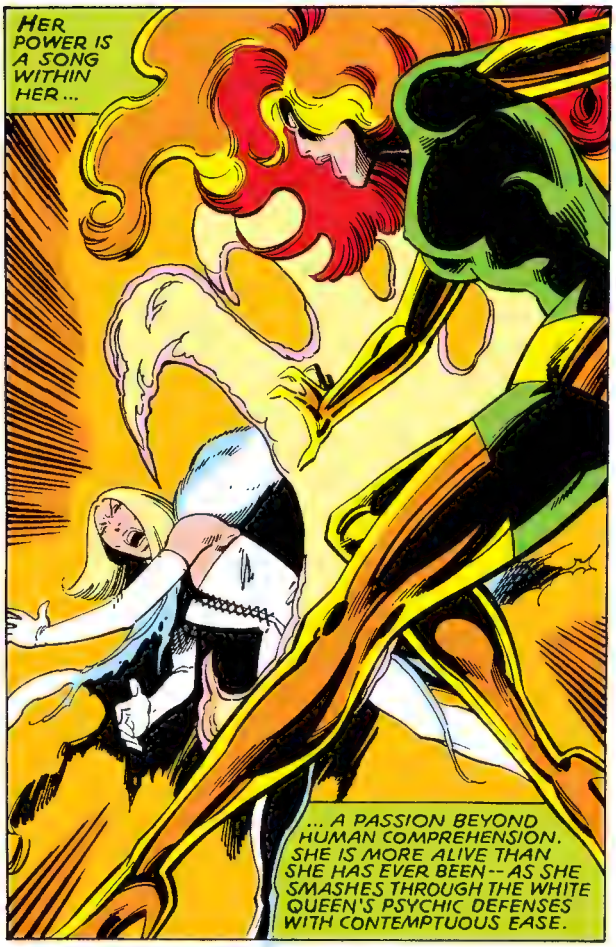
≥Oooch!≤ I KEEP FORGETTING HOW HARD THAT IS ON MY KNUCKLES!
HEY, LOOK WHO'S HERE! WOLVERINE, COLOSSUS AND-- KITTY! YOU'RE CARRYING HER, PETER-- IS SHE HURT?!
OH, LORD, IF ANYTHING'S HAPPENED TO THE KID...
YOU DID FINE, NIGHT-CRAWLER.
SHE'S OKAY, BOSS.
WHILE KITTY WAS RELEASING WOLVERINE, TWO GUARDS SLIPPED INTO THE HOLDING PEN BEHIND HER. THEY SHOT HER WITH A HIGH-ENERGY STUN BOLT.
WHAT HAPPENED TO THE GUARDS?
WOLVERINE ... DEALT WITH THEM.
Oh.
I'M FINE, HONEST. I'M JUST A LITTLE BIT STIFF.
ENJOY IT WHILE IT LASTS, CHICKIE.
IN A COUPL'A SECONDS, YOU AN' YOUR BUDDIES WON'T BE FEELING ANYTHING AT ALL!
KLATCH
ALL OF YOU--GET BEHIND ME!
THIS MAN IS MINE!
FAMOUS LAST WORDS, FREAK. THIS LITTLE BABY PACKS THE FIREPOWER OF A FULL RIFLE COMPANY.
Holy--!
IF YOUR WEAPON HAD THE POWER OF AN ARMY, IT WOULD STILL DO YOU NO GOOD...
... AGAINST ONE WHO CAN TURN TO SOLID STEEL!


I AM ASHAMED. I LOST MY TEMPER. I KNOW I AM DIFFERENT, BUT THE WAY THAT MAN CALLED ME "FREAK"... eh? WHY IS KITTY STARING AT ME?
WOW, PETER--YOU SAVED US ALL. THAT WAS NEAT!
IT WAS?
WE STILL HAVE TO FIND STORM AND PROFESSOR X.
THE PROF SPLIT ON HIS OWN--WOULDN'T LET ME OR PETEY GO WITH 'IM. HE TOLD US TO GET 'RORO.
I'VE BEEN FOLLOWIN' HER SCENT.

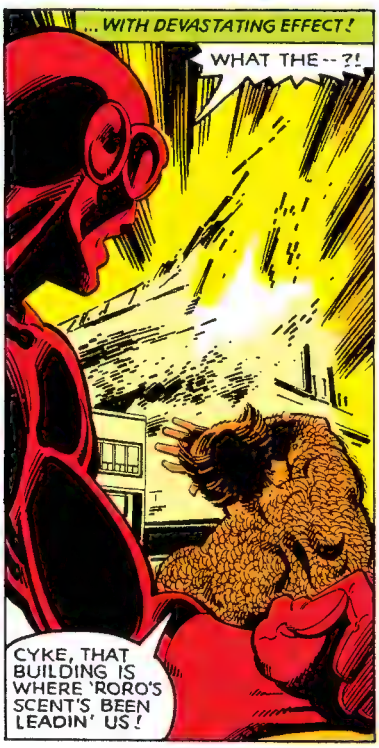

LEAD ON, THEN.
LET'S MOVE IT, BEFORE THIS WHITE QUEEN'S PRIVATE ARMY REGROUPS.
I CAUGHT A TELEPATHIC FLASH FROM JEAN THAT SHE WAS GOING AFTER STORM. I HOPE SHE HASN'T RUN INTO TROUBLE.

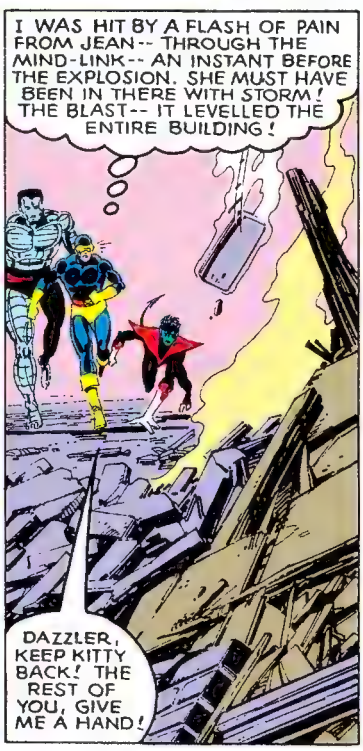

TROUBLE? NOT QUITE.
AT FIRST, BOTH WOMEN SEEMED EVENLY MATCHED... BUT AS THE BATTLE PROGRESSED, IT BECAME EVIDENT THAT PHOENIX WAS MERELY TAKING THE WHITE QUEEN'S MEASURE.
NOW THAT SHE'S LEARNED HER FOE'S STRENGTHS AND WEAKNESSES, PHOENIX BEGINS TO ATTACK IN EARNEST.

IT'S AN ATTACK WHICH THE HELPLESS STORM CAN ONLY WATCH... IN AWE AND FEAR!
THE PHOENIX-EFFECT IS SO BEAUTIFUL... YET SO TERRIBLE. LIKE JEAN HERSELF. I'VE SEEN HER LIKE THIS ONLY ONCE BEFORE, IN THE HEART OF THE ALIEN M'KRANN CRYSTAL--
--BEFORE SHE... SAVED THE UNIVERSE FROM DESTRUCTION.*
*X-MEN #108--ROG.


HER POWER IS A SONG WITHIN HER...
... A PASSION BEYOND HUMAN COMPREHENSION. SHE IS MORE ALIVE THAN SHE HAS EVER BEEN--AS SHE SMASHES THROUGH THE WHITE QUEEN'S PSYCHIC DEFENSES WITH CONTEMPTUOUS EASE.

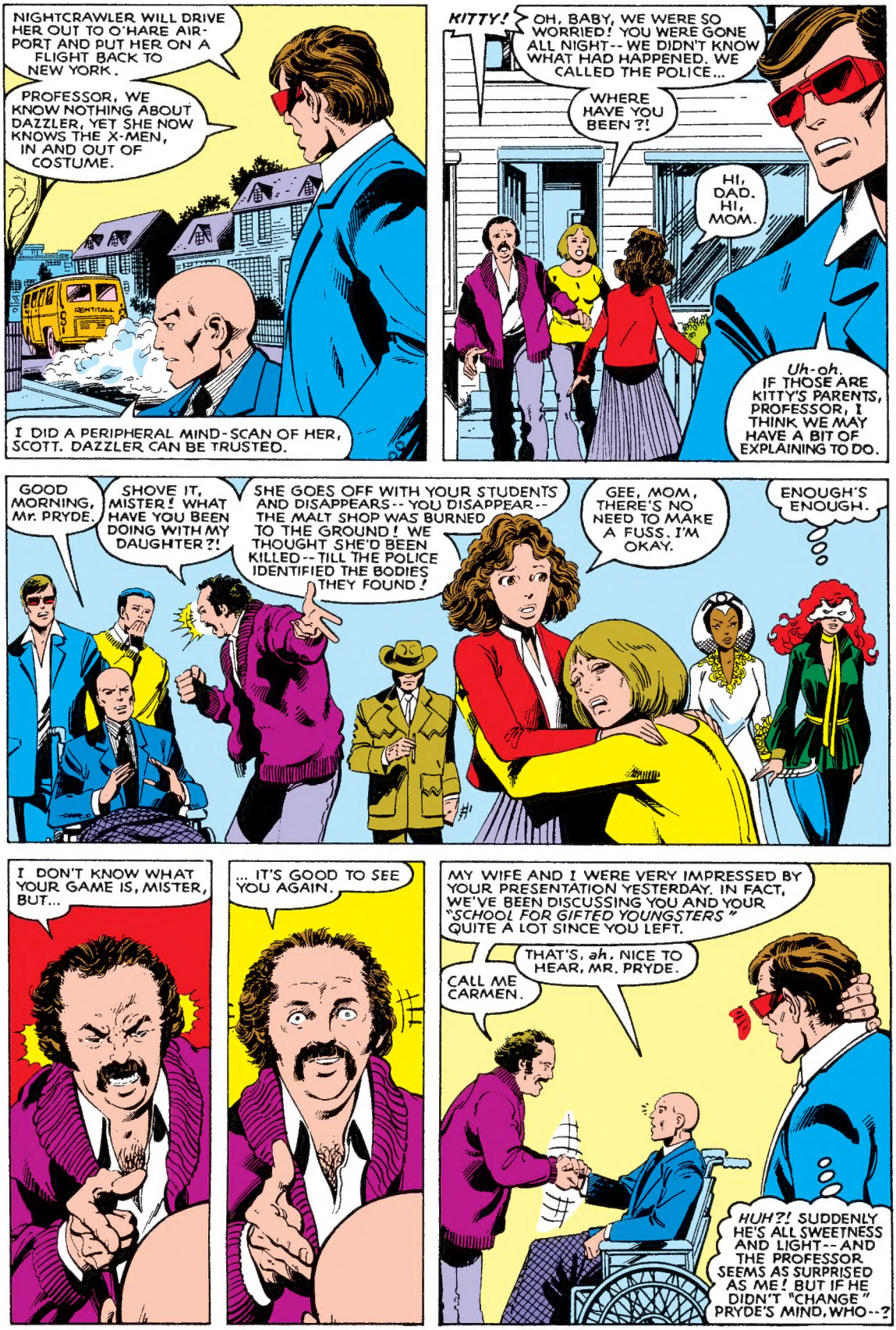
AND YET, SHE KNOWS THIS IS NOTHING COMPARED TO WHAT SHE FELT WITHIN THE GREAT M'KRANN CRYSTAL.
BIRD--ENERGY CONSTRUCT--IS DRAINING MY STRENGTH, MY VERY... LIFE-FORCE!
ONLY ONE CHANCE... MUST CHANNEL... ALL REMAINING POWER... INTO TELEPATHIC PSI-BOLT...
THE WHITE QUEEN STRIKES...

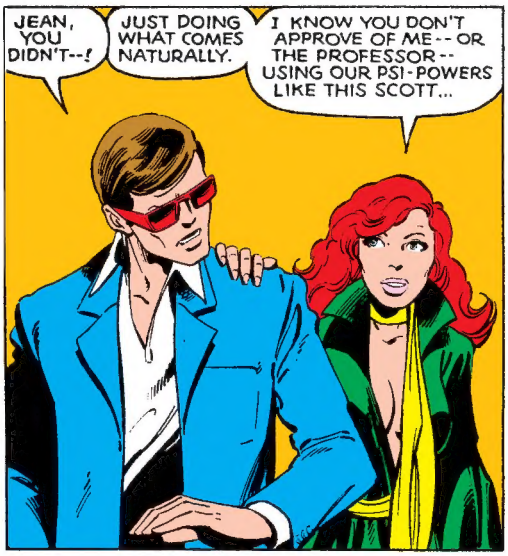

... WITH DEVASTATING EFFECT!
WHAT THE--?!
CYKE, THAT BUILDING IS WHERE 'RORO'S SCENT'S BEEN LEADIN' US!

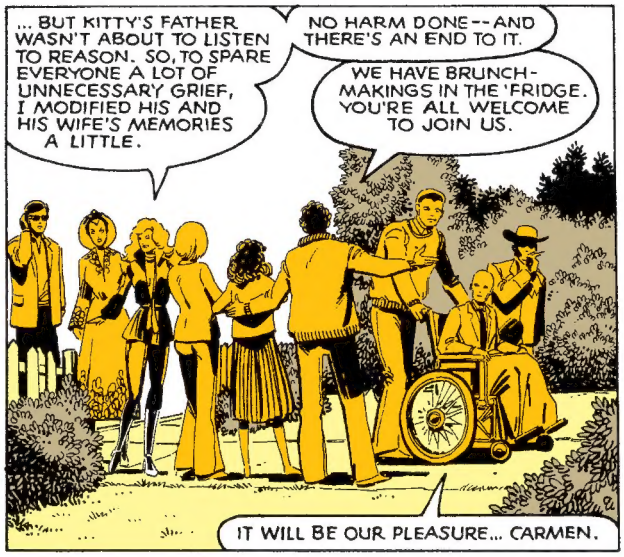

I WAS HIT BY A FLASH OF PAIN FROM JEAN--THROUGH THE MIND-LINK--AN INSTANT BEFORE THE EXPLOSION. SHE MUST HAVE BEEN IN THERE WITH STORM! THE BLAST--IT LEVELLED THE ENTIRE BUILDING!
DAZZLER, KEEP KITTY BACK! THE REST OF YOU, GIVE ME A HAND!

JEAN CAN'T BE DEAD--I'D FEEL IT! I'M CALLING YOU, LADY--ANSWER ME! JEAN! JEAN!

CYCLOPS' FRANTIC MENTAL CRY IS ANSWERED ALMOST IMMEDIATELY-- THOUGH NOT QUITE IN THE WAY HE EXPECTED.
Unglaublich.
GOOD LORD.
JEAN! STORM!
RELAX, CYCLOPS. WE'RE BOTH NONE THE WORSE FOR WEAR. I'M... AFRAID THE WHITE QUEEN WASN'T SO LUCKY.
IT'LL TAKE MORE THAN A COLLAPSING BUILDING TO DO ME IN. BUT IT WAS SWEET OF YOU TO BE SO CONCERNED!
WELL DONE, MY X-MEN!
PROFESSOR X!
I KNEW I WAS RIGHT IN HOLDING BACK AND PLAYING OBSERVER! NOW, LET'S BE ON OUR WAY BEFORE THE AUTHORITIES ARRIVE!
AND SO, QUICKLY, QUIETLY...
... NINE MUTANTS MAKE THEIR WAY OUT OF THE COMPLEX. SUNRISE FINDS THEM ON CENTRAL AVENUE, IN DEERFIELD, IN FRONT OF KITTY PRYDE'S HOUSE.
ALL IN ALL, MY X-MEN, I AM MOST PLEASED WITH THE WAY YOU HANDLED YOURSELVES.
NICE O' YOU TO SAY SO, CHUCK.
DAZZLER, YOU HAVE SEEN SOMETHING OF THE LIFE THE X-MEN LEAD. ARE YOU SURE YOU WON'T JOIN US?
I APPRECIATE THE OFFER, PROF--
--BUT WORLD-SAVIN' AIN'T MY STYLE. I PREFER THE EXCITEMENT I GET ON STAGE, SINGIN' MY HEART OUT TO AN AUDIENCE THAT REALLY DIGS ME.
SEE YA, FOLKS. KEEP IN TOUCH.

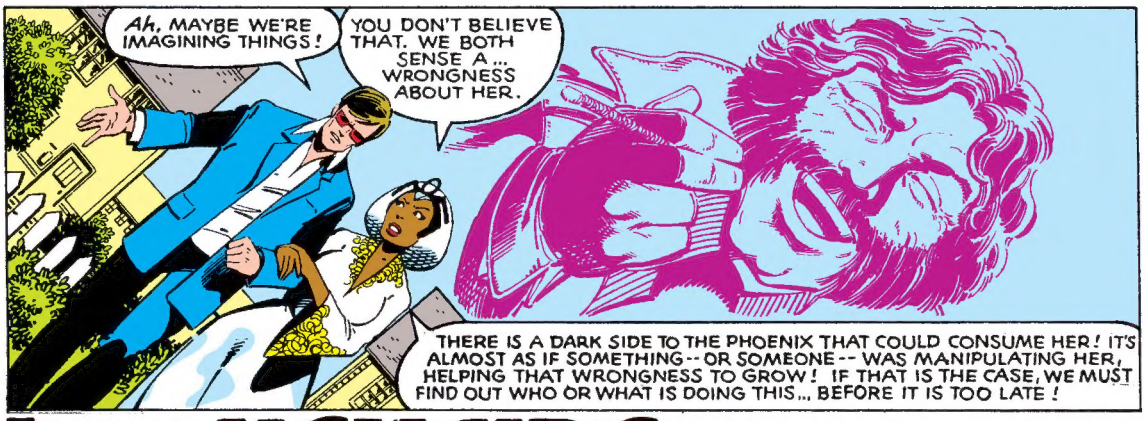

NIGHTCRAWLER WILL DRIVE HER OUT TO O'HARE AIRPORT AND PUT HER ON A FLIGHT BACK TO NEW YORK.
PROFESSOR, WE KNOW NOTHING ABOUT DAZZLER, YET SHE NOW KNOWS THE X-MEN, IN AND OUT OF COSTUME.
I DID A PERIPHERAL MIND-SCAN OF HER, SCOTT. DAZZLER CAN BE TRUSTED.
KITTY!
OH, BABY, WE WERE SO WORRIED! YOU WERE GONE ALL NIGHT-- WE DIDN'T KNOW WHAT HAD HAPPENED. WE CALLED THE POLICE...
WHERE HAVE YOU BEEN?!
HI, DAD. HI, MOM.
Uh-oh. IF THOSE ARE KITTY'S PARENTS, PROFESSOR, I THINK WE MAY HAVE A BIT OF EXPLAINING TO DO.
GOOD MORNING, Mr. PRYDE.
SHOVE IT, MISTER! WHAT HAVE YOU BEEN DOING WITH MY DAUGHTER?!
SHE GOES OFF WITH YOUR STUDENTS AND DISAPPEARS-- YOU DISAPPEAR-- THE MALT SHOP WAS BURNED TO THE GROUND! WE THOUGHT SHE'D BEEN KILLED-- TILL THE POLICE IDENTIFIED THE BODIES THEY FOUND!
GEE, MOM, THERE'S NO NEED TO MAKE A FUSS. I'M OKAY.
ENOUGH'S ENOUGH.
I DON'T KNOW WHAT YOUR GAME IS, MISTER, BUT...
... IT'S GOOD TO SEE YOU AGAIN.
MY WIFE AND I WERE VERY IMPRESSED BY YOUR PRESENTATION YESTERDAY. IN FACT, WE'VE BEEN DISCUSSING YOU AND YOUR "SCHOOL FOR GIFTED YOUNGSTERS" QUITE A LOT SINCE YOU LEFT.
THAT'S, ah, NICE TO HEAR, MR. PRYDE.
CALL ME CARMEN.
HUH?! SUDDENLY HE'S ALL SWEETNESS AND LIGHT-- AND THE PROFESSOR SEEMS AS SURPRISED AS ME! BUT IF HE DIDN'T "CHANGE" PRYDE'S MIND, WHO--?


JEAN, YOU DIDN'T--!
JUST DOING WHAT COMES NATURALLY.
I KNOW YOU DON'T APPROVE OF ME -- OR THE PROFESSOR -- USING OUR PSI-POWERS LIKE THIS SCOTT...


... BUT KITTY'S FATHER WASN'T ABOUT TO LISTEN TO REASON. SO, TO SPARE EVERYONE A LOT OF UNNECESSARY GRIEF, I MODIFIED HIS AND HIS WIFE'S MEMORIES A LITTLE.
NO HARM DONE -- AND THERE'S AN END TO IT.
WE HAVE BRUNCH-MAKINGS IN THE 'FRIDGE. YOU'RE ALL WELCOME TO JOIN US.
IT WILL BE OUR PLEASURE... CARMEN.

SCOTT, DID JEAN DO WHAT I THINK SHE DID?
SHE USED HER TELEPATHIC ABILITIES AGAINST AN INNOCENT PERSON'S MIND, SOMETHING THAT USED TO BE AN ANATHEMA TO HER.
ORORO, YOU WERE IN THAT LAB WHEN SHE FOUGHT THE WHITE QUEEN. WHAT WAS IT -- WHAT WAS SHE -- LIKE?

NOT HUMAN. WHEN SHE USES HER POWER -- AS PHOENIX -- THERE IS A FEROCITY ABOUT HER... AND A GRANDEUR... SHE HAS CHANGED SO MUCH.
YET... SHE HASN'T CHANGED AT ALL.


Ah, MAYBE WE'RE IMAGINING THINGS!
YOU DON'T BELIEVE THAT. WE BOTH SENSE A... WRONGNESS ABOUT HER.
THERE IS A DARK SIDE TO THE PHOENIX THAT COULD CONSUME HER! IT'S ALMOST AS IF SOMETHING -- OR SOMEONE -- WAS MANIPULATING HER, HELPING THAT WRONGNESS TO GROW! IF THAT IS THE CASE, WE MUST FIND OUT WHO OR WHAT IS DOING THIS... BEFORE IT IS TOO LATE!

NEXT AND HELLFIRE IS THEIR NAME!

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